MARVEL MASTERWORKS®

BY STAN LEE & STEVE DITKO

WITH JOHN ROMITA

MARVEL

MARVEL MASTERWORKS

PRESENTS

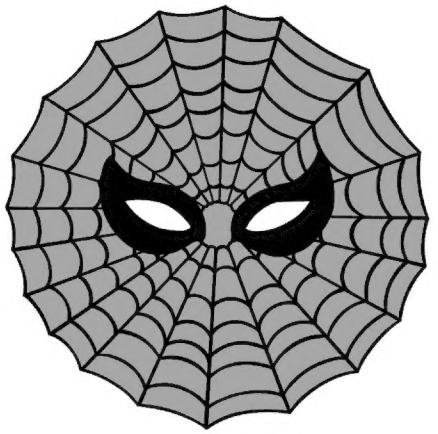
VOLUME 4

COLLECTING

THE AMAZING SPIDER-MAN NOS. 31-40

STAN LEE • STEVE DITKO

WITH JOHN ROMITA



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MARVEL MASTERWORKS
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THE
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Nos. 31-40

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MARVEL MASTERWORKS

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INTRODUCTION
BY STAN LEE

I've a confession to make!

In order to write these seemingly endless introductions to our much-vaunted *Marvel Masterworks* series, I've had to re-read the stories that we're so generously reprinting to refresh my memory so that I'll know what I'm writing about—which, for me, is the exception rather than the rule! But that's not the confession.

What I'm confessing to is, every time I re-read one of these now-ancient tales, I'm amazed at how wonderful they are! Since I've completely forgotten them during the ensuing few decades, it's as though I'm discovering them for the first time, and let me be the first to admit it—I've become a bigger Steve Ditko fan with each new reading!

While I wrote the dialogue and the captions and tried to inject whatever personality I could into the yarns, the basic story structure itself was, for the most part, fashioned by the dazzling talent of Mr. Ditko. As you read each and every now-classic adventure, you'll notice for yourself how every little subplot weaves in and out of each episode, embellishing the main theme and finally becoming a major part of the later story lines. The more you study the delicate fabric of each tale, the more you have to admire the subtle skill and meticulous planning that Steve brought to each and every installment.

As for the stories themselves, you've really got some rare treats in store.

During this period in Spidey's career, our hero was deeply enmeshed in a romantic situation with the lovely Betty Brant, a relationship that seemed doomed from the start. As fate agonizingly draws them further and further apart, we'll meet a dramatic new love interest, a girl destined to play a major role in Peter's life, the stunning, star-crossed Gwen Stacy.

You'll also be on hand when Peter enrolls in Empire State University where Harry Osborn will become a very important figure in our unfolding saga as we gradually learn more and more about the startling secret of Harry's father.

Aunt May, too, figures dramatically throughout the series, as does Jonah Jameson. After all, Spidey without Jonah would be like rock without roll!

And just look at the roster of super-villains we've got lined up for you—

For starters, our friendly neighborhood wall-crawler has to battle the Master Planner and his gang of masked killers! This is the episode, too, where ol' web-head first meets gorgeous Gwen. Next, we segue into everybody's favorite frenetic friend, the ever-deadly Doc Ock! We even have a great cameo performance by a certain Dr. Connors, whom you may know as—the Lizard!

Then comes one of the most famous five-page sequences in the history of comicdom. This one alone is worth the price of the book—any book! It's where Spidey is pinned down by tons of fallen steel and, unless he frees himself, Aunt May's a goner! We can promise you'll never forget our hero's epic struggle and the brilliant way it was depicted by Steve Ditko!

After that, Kraven the Hunter returns, more determined than ever to defeat his web-spinning foe. Then, before you can catch your breath, we follow up with the menace of the Molten Man, the Looter and rampaging Robot! While all that's going on, the mysterious Frederick Foswell figures more and more importantly in our strange and startling series. Identically, you'll also encounter one of my favorite bits of Parkerian dialogue when Peter, shunned as usual on campus, unhappily mutters, "Boy, if unpopularity ever became popular, I'd be top man around here!"

For a change of pace, our next story is entitled "Just a Guy Named Joe" and I guarantee you won't read many tales like this one in comics, or anywhere else for that matter. While all the razzmatazz is going on, we learn that Harry Osborn's father is plotting some sort of nameless evil. As for Peter, he almost has his first meeting with Mary Jane Watson; but notice I said "almost!"

Hang on to your hats now, heroes, because it's time for the grim and gruesome Green Goblin to make the scene in an unforgettable two-issue epic in which we finally learn Gobby's true identity! And, of equal importance, our Goblin episodes herald the arrival of a terrific new talent upon the art scene. When, with thirty-eight issues of terrific creativity under his belt, Steve Ditko elected to give up the Spidey strip and seek new worlds to conquer, luck was with us in the person of the great John Romita who took over the illustrating chores and helped bring our amazing arachnid to even greater heights of artistic glory! It's comic book history in the making, and you're there to see it!

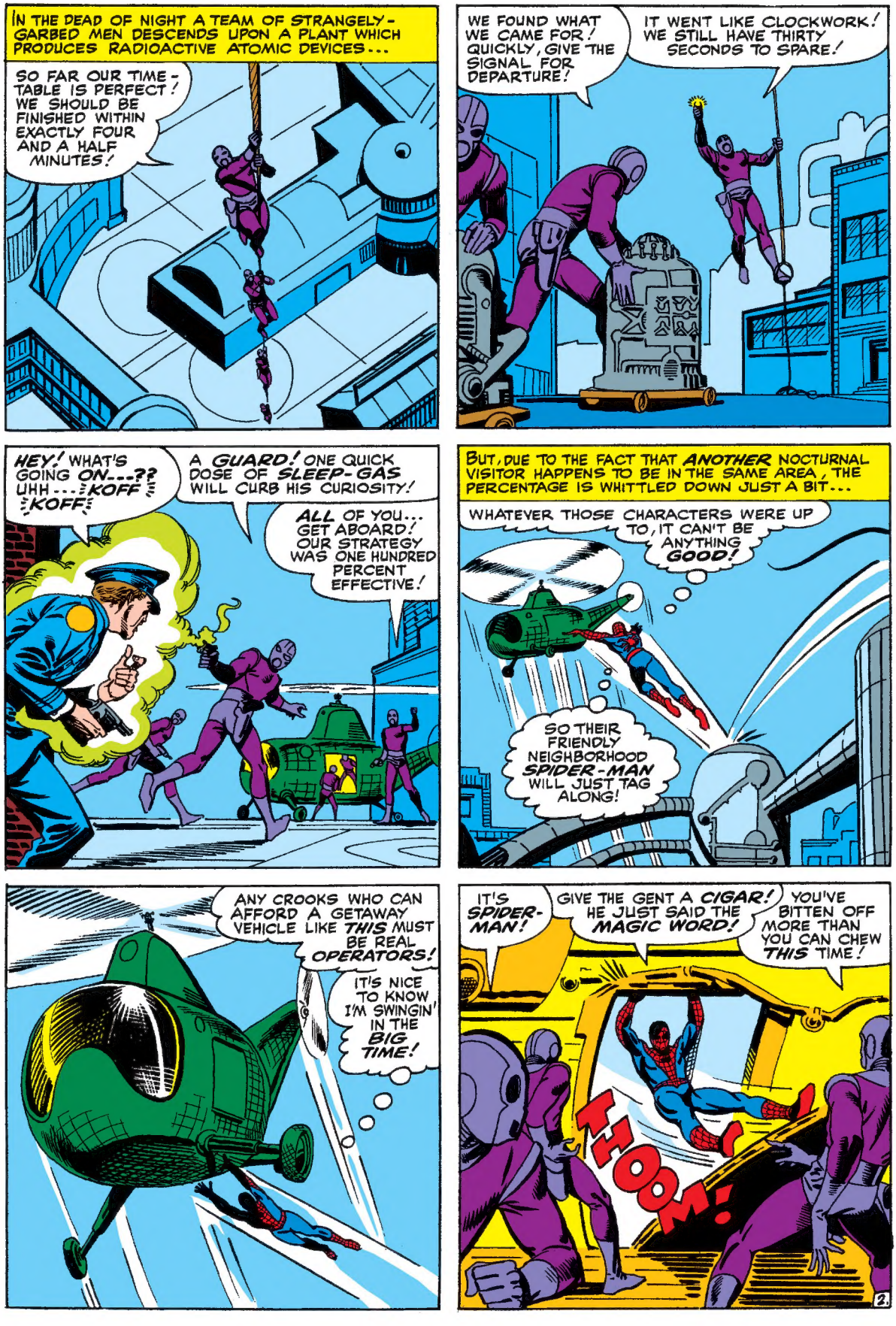
Well, since I don't want to tire you out before you have a chance to get to the heavy stuff, this is as good a time as any to end my ponderous little précis and wish you good reading! You're really gonna enjoy the pages that lie ahead; I should know—I've been there!

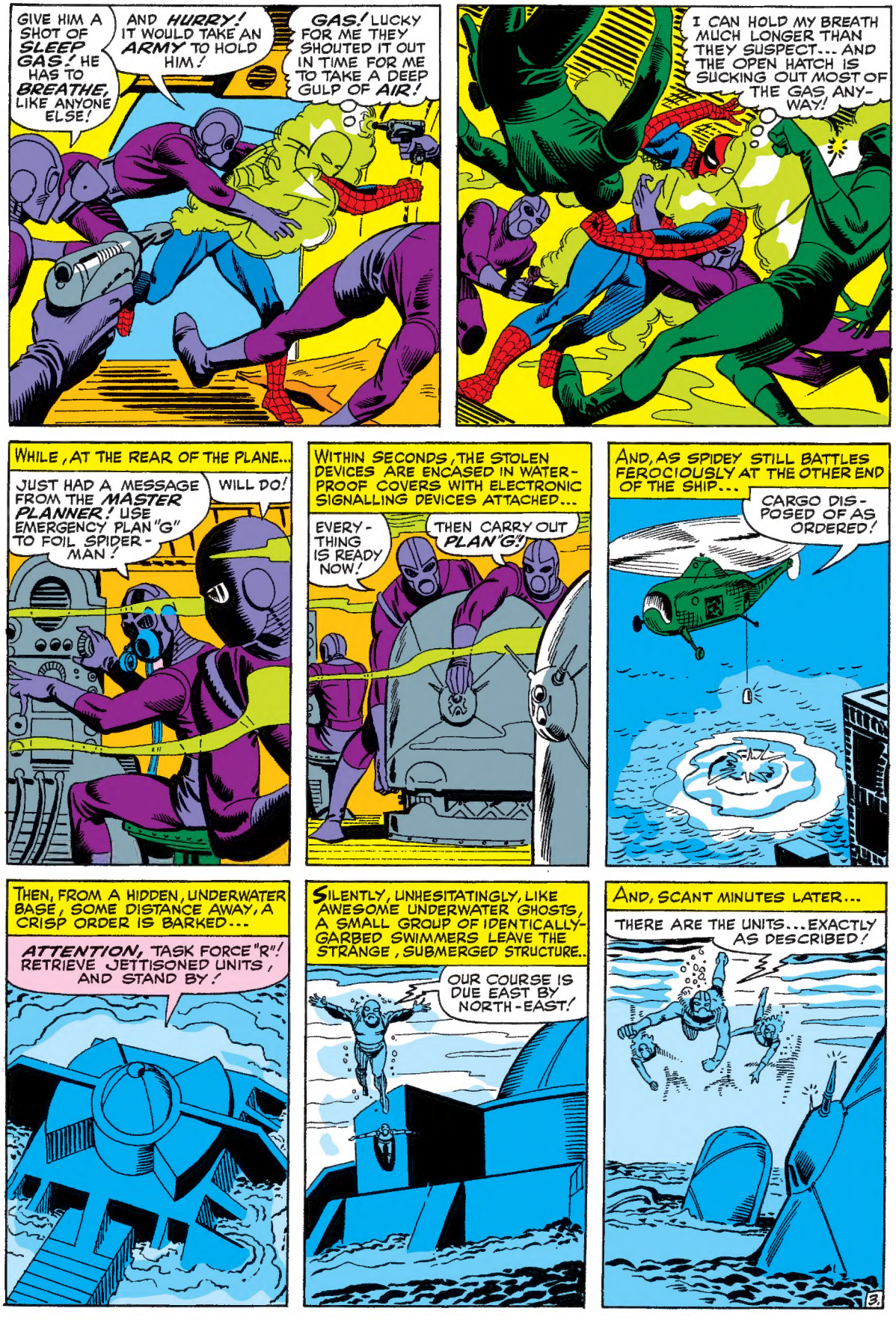
EXCELSIOR!

1991

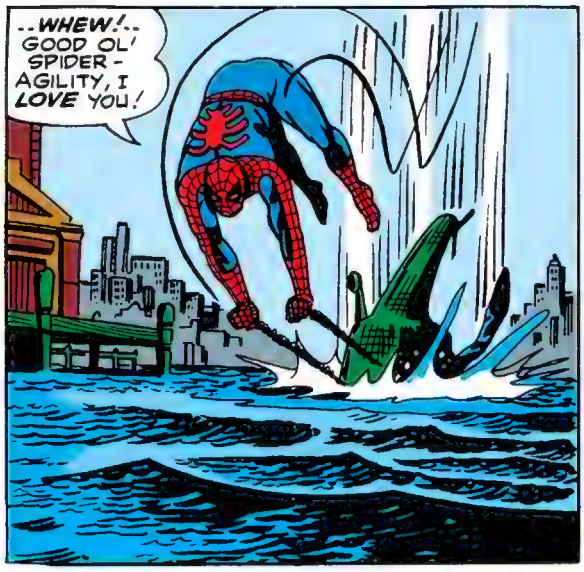
the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL POP ART PRODUCTIONS
31 DEC
"IF THIS BE MY DESTINY..."
DEDICATED TO YOU, THE GREAT NEW MARVEL BREED OF READER!

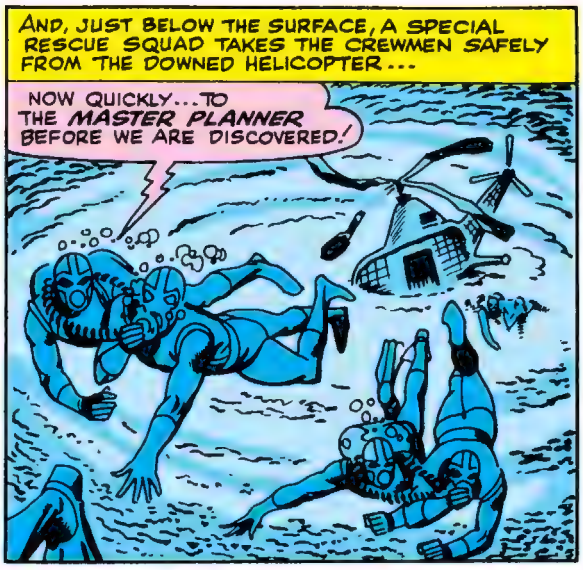
The AMAZING SPIDER-MAN!
"IF THIS BE MY DESTINY...!"
A NEW ERA IN THE LIFE OF SPIDER-MAN IS ABOUT TO BEGIN, AND YOU SHALL LIVE IT WITH HIM!
Masterful Script by: STAN LEE
Magnificent Artwork by: STEVE DITKO
Mellifluous Lettering by: SAM ROSEN


IN THE DEAD OF NIGHT A TEAM OF STRANGELY-GARBED MEN DESCENDS UPON A PLANT WHICH PRODUCES RADIOACTIVE ATOMIC DEVICES...
SO FAR OUR TIME-TABLE IS PERFECT! WE SHOULD BE FINISHED WITHIN EXACTLY FOUR AND A HALF MINUTES!
WE FOUND WHAT WE CAME FOR! QUICKLY, GIVE THE SIGNAL FOR DEPARTURE!
IT WENT LIKE CLOCKWORK! WE STILL HAVE THIRTY SECONDS TO SPARE!
HEY! WHAT'S GOING ON---?? UHH---KOFF KOFF
A GUARD! ONE QUICK DOSE OF SLEEP-GAS WILL CURB HIS CURIOSITY!
ALL OF YOU... GET ABOARD! OUR STRATEGY WAS ONE HUNDRED PERCENT EFFECTIVE!
BUT, DUE TO THE FACT THAT ANOTHER NOCTURNAL VISITOR HAPPENS TO BE IN THE SAME AREA, THE PERCENTAGE IS WHITTLED DOWN JUST A BIT...
WHATEVER THOSE CHARACTERS WERE UP TO, IT CAN'T BE ANYTHING GOOD!
SO THEIR FRIENDLY NEIGHBORHOOD SPIDER-MAN WILL JUST TAG ALONG!
ANY CROOKS WHO CAN AFFORD A GETAWAY VEHICLE LIKE THIS MUST BE REAL OPERATORS!
IT'S NICE TO KNOW I'M SWINGIN' IN THE BIG TIME!
IT'S SPIDER-MAN!
GIVE THE GENT A CIGAR! HE JUST SAID THE MAGIC WORD!
YOU'VE BITTEN OFF MORE THAN YOU CAN CHEW THIS TIME!
THOOM!
2.


GIVE HIM A SHOT OF SLEEP GAS! HE HAS TO BREATHE, LIKE ANYONE ELSE!
AND HURRY! IT WOULD TAKE AN ARMY TO HOLD HIM!
GAS! LUCKY FOR ME THEY SHOUTED IT OUT IN TIME FOR ME TO TAKE A DEEP GULP OF AIR!
I CAN HOLD MY BREATH MUCH LONGER THAN THEY SUSPECT... AND THE OPEN HATCH IS SUCKING OUT MOST OF THE GAS ANYWAY!
WHILE, AT THE REAR OF THE PLANE...
JUST HAD A MESSAGE FROM THE MASTER PLANNER! USE EMERGENCY PLAN "G" TO FOIL SPIDER-MAN!
WILL DO!
WITHIN SECONDS, THE STOLEN DEVICES ARE ENCASED IN WATERPROOF COVERS WITH ELECTRONIC SIGNALLING DEVICES ATTACHED...
EVERYTHING IS READY NOW!
THEN CARRY OUT PLAN "G"!
AND, AS SPIDEY STILL BATTLES FEROCIOUSLY AT THE OTHER END OF THE SHIP...
CARGO DISPOSED OF AS ORDERED!
THEN, FROM A HIDDEN, UNDERWATER BASE, SOME DISTANCE AWAY, A CRISP ORDER IS BARKED...
ATTENTION, TASK FORCE "R"! RETRIEVE JETTISONED UNITS, AND STAND BY!
SILENTLY, UNHESITATINGLY, LIKE AWESOME UNDERWATER GHOSTS, A SMALL GROUP OF IDENTICALLY-GARBED SWIMMERS LEAVE THE STRANGE, SUBMERGED STRUCTURE..
OUR COURSE IS DUE EAST BY NORTH-EAST!
AND, SCANT MINUTES LATER...
THERE ARE THE UNITS... EXACTLY AS DESCRIBED!
3.

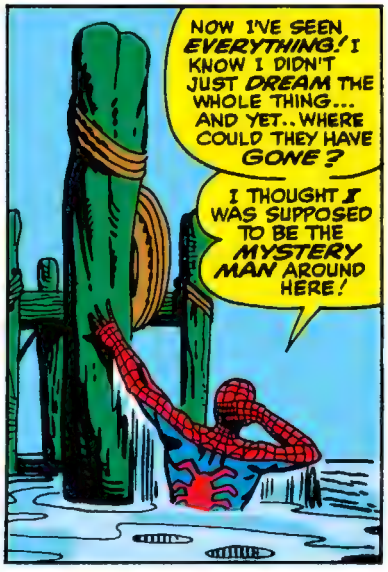
WHILE, BACK ABOARD THE HELICOPTER ...
GAS! POUR MORE GAS ON HIM! HE CAN'T HOLD HIS BREATH FOREVER!
IT'S THE ONLY WAY WE CAN BEAT HIM!
BLAST IT! HE'S RIGHT! THE FUMES ARE FINALLY MAKING ME GROGGY!
I'D LOVE TO IMPRESS THEM WITH MY WIT... BUT I DON'T DARE OPEN MY MOUTH TO SAY ANYTHING!
OH, WELL, IT'S THEIR LOSS!
EVERYTHING'S STARTING TO SPIN AROUND! CAN'T AFFORD TO TAKE ANY MORE CHANCES! HAVE TO END THIS FAST!
I'LL SHOOT SOME WEBBING AT THAT SHATTERED PIECE OF DOOR, AND THEN ---.
I'LL SWING IT OUT AT THE ROTOR BLADES! ONCE IT HITS, THEY'LL HAVE NO PLACE TO GO BUT DOWN!
IT OUGHTTA TAKE THEIR MINDS OFF ME FOR A WHILE!
SKRAKK!
I DID IT! BUT..THE GAS---CAN'T TAKE ANY MORE..GROGGY --- EVERYTHING SPINNING AROUND!
THIS'LL FINISH HIM OFF!
UNHHH..!
THE RUSH OF AIR CLEARED MY HEAD, BUT---
THE SHIP! IT'S FALLING RIGHT ON TOP OF ME!
GOT TO HIT IT WITH WEBBING... IF I CAN JUST SWING AWAY IN TIME..!
HERE GOES NOTHING!!
4.

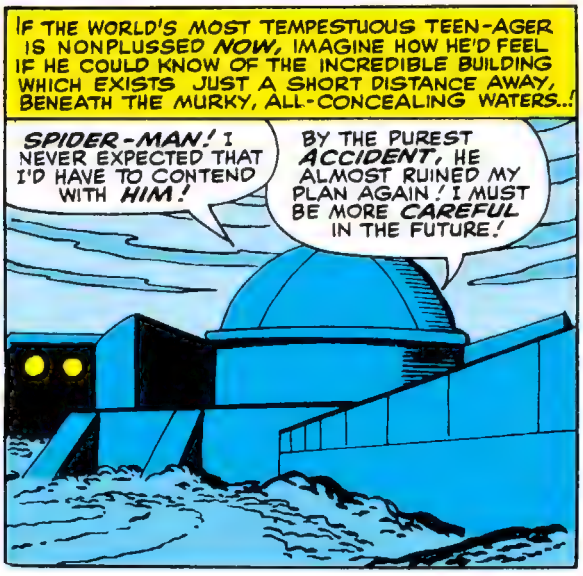

..WHEW!.. GOOD OL' SPIDER-AGILITY, I LOVE YOU!

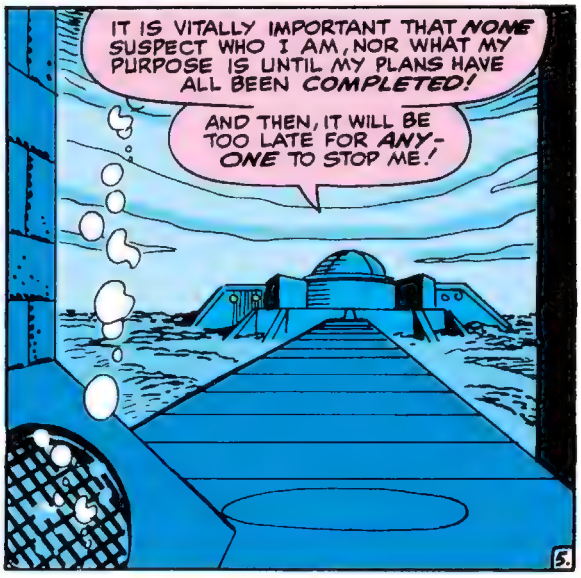

AND, JUST BELOW THE SURFACE, A SPECIAL RESCUE SQUAD TAKES THE CREWMEN SAFELY FROM THE DOWNED HELICOPTER...
NOW QUICKLY...TO THE MASTER PLANNER BEFORE WE ARE DISCOVERED!

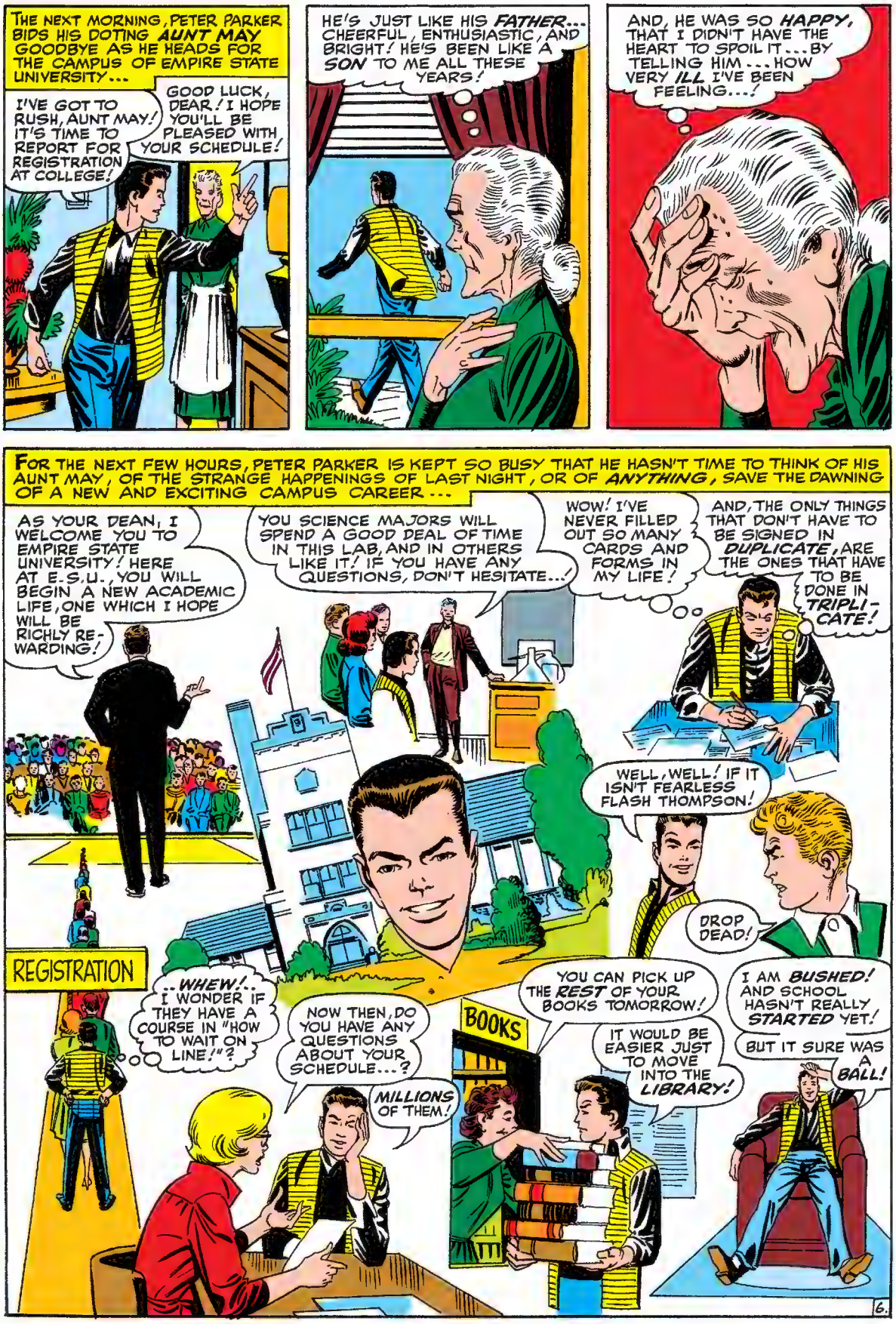
THAT'S STRANGE! NO ONE'S SURFACED YET! THEY MAY STILL BE TRAPPED INSIDE THE SINKING PLANE!
I CAN'T JUST LET THEM DROWN..
EVEN THOUGH THEY PROBABLY DESERVE TO!

BUT, SECONDS LATER...
I DON'T GET IT! IT'S COMPLETELY EMPTY!

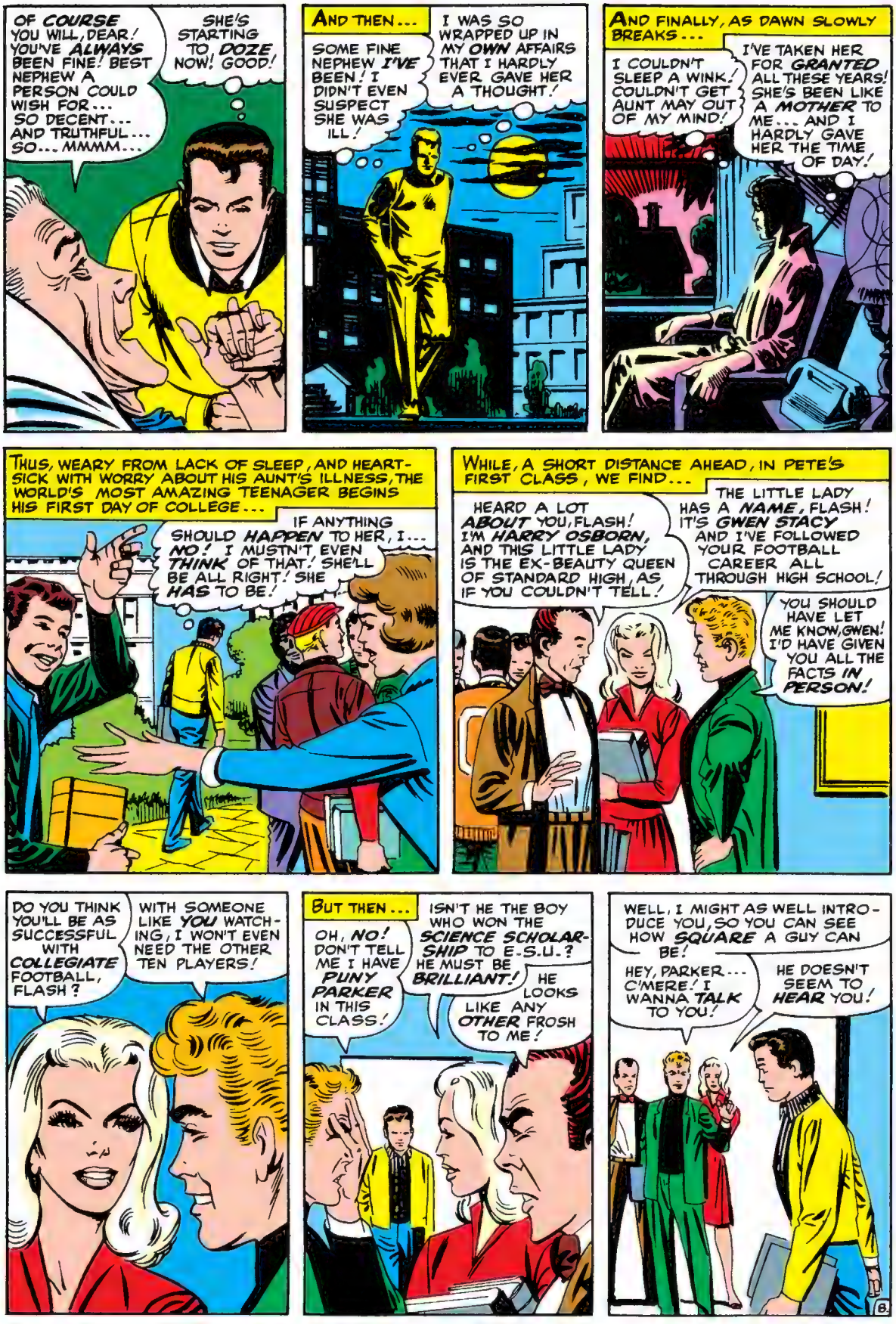

NOW I'VE SEEN EVERYTHING! I KNOW I DIDN'T JUST DREAM THE WHOLE THING... AND YET..WHERE COULD THEY HAVE GONE?
I THOUGHT I WAS SUPPOSED TO BE THE MYSTERY MAN AROUND HERE!

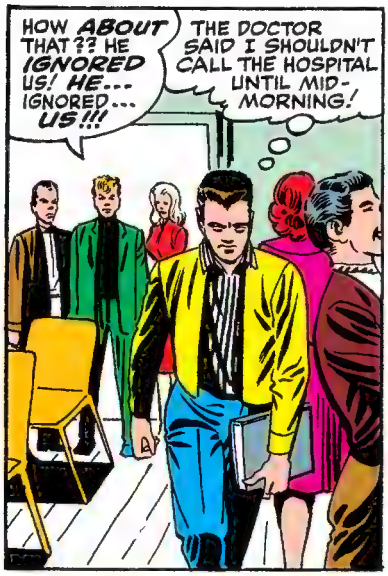

IF THE WORLD'S MOST TEMPESTUOUS TEEN-AGER IS NONPLUSSED NOW, IMAGINE HOW HE'D FEEL IF HE COULD KNOW OF THE INCREDIBLE BUILDING WHICH EXISTS JUST A SHORT DISTANCE AWAY, BENEATH THE MURKY, ALL-CONCEALING WATERS..!
SPIDER-MAN! I NEVER EXPECTED THAT I'D HAVE TO CONTEND WITH HIM!
BY THE PUREST ACCIDENT, HE ALMOST RUINED MY PLAN AGAIN! I MUST BE MORE CAREFUL IN THE FUTURE!

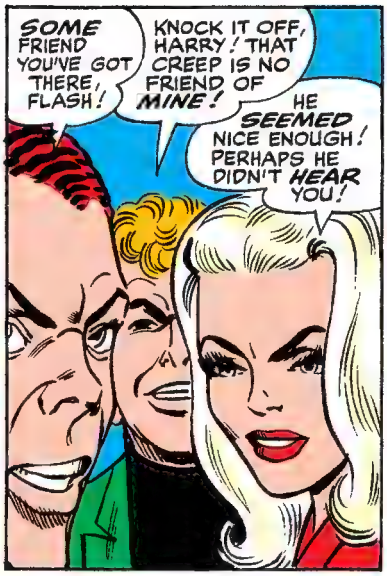

IT IS VITALLY IMPORTANT THAT NONE SUSPECT WHO I AM, NOR WHAT MY PURPOSE IS UNTIL MY PLANS HAVE ALL BEEN COMPLETED!
AND THEN, IT WILL BE TOO LATE FOR ANY-ONE TO STOP ME!

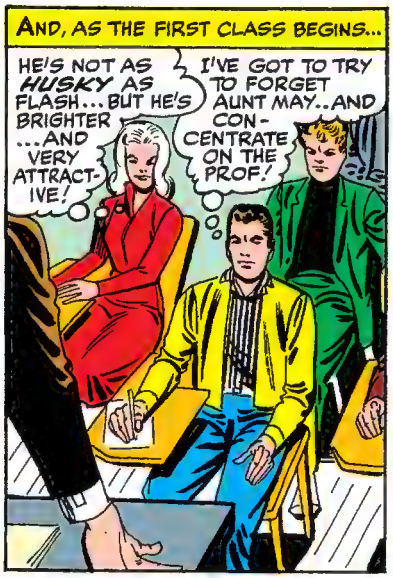

THE NEXT MORNING, PETER PARKER BIDS HIS DOTING AUNT MAY GOODBYE AS HE HEADS FOR THE CAMPUS OF EMPIRE STATE UNIVERSITY...
I'VE GOT TO RUSH, AUNT MAY! IT'S TIME TO REPORT FOR REGISTRATION AT COLLEGE!
GOOD LUCK, DEAR! I HOPE YOU'LL BE PLEASED WITH YOUR SCHEDULE!
HE'S JUST LIKE HIS FATHER... CHEERFUL, ENTHUSIASTIC, AND BRIGHT! HE'S BEEN LIKE A SON TO ME ALL THESE YEARS!
AND, HE WAS SO HAPPY, THAT I DIDN'T HAVE THE HEART TO SPOIL IT... BY TELLING HIM... HOW VERY ILL I'VE BEEN FEELING...!
FOR THE NEXT FEW HOURS, PETER PARKER IS KEPT SO BUSY THAT HE HASN'T TIME TO THINK OF HIS AUNT MAY, OF THE STRANGE HAPPENINGS OF LAST NIGHT, OR OF ANYTHING, SAVE THE DAWNING OF A NEW AND EXCITING CAMPUS CAREER...
AS YOUR DEAN, I WELCOME YOU TO EMPIRE STATE UNIVERSITY! HERE AT E.S.U., YOU WILL BEGIN A NEW ACADEMIC LIFE, ONE WHICH I HOPE WILL BE RICHLY REWARDING!
YOU SCIENCE MAJORS WILL SPEND A GOOD DEAL OF TIME IN THIS LAB, AND IN OTHERS LIKE IT! IF YOU HAVE ANY QUESTIONS, DON'T HESITATE...!
WOW! I'VE NEVER FILLED OUT SO MANY CARDS AND FORMS IN MY LIFE!
AND, THE ONLY THINGS THAT DON'T HAVE TO BE SIGNED IN DUPLICATE, ARE THE ONES THAT HAVE TO BE DONE IN TRIPLICATE!
WELL, WELL! IF IT ISN'T FEARLESS FLASH THOMPSON!
DROP DEAD!
REGISTRATION
..WHEW!.. I WONDER IF THEY HAVE A COURSE IN "HOW TO WAIT ON LINE!"?
NOW THEN, DO YOU HAVE ANY QUESTIONS ABOUT YOUR SCHEDULE...?
MILLIONS OF THEM!
BOOKS
YOU CAN PICK UP THE REST OF YOUR BOOKS TOMORROW!
IT WOULD BE EASIER JUST TO MOVE INTO THE LIBRARY!
I AM BUSHED! AND SCHOOL HASN'T REALLY STARTED YET!
BUT IT SURE WAS A BALL!
6.

FINALLY, AS PETER PREPARES FOR A GOOD NIGHT'S SLEEP BEFORE THE FIRST DAY OF SCHOOL....
I'LL BE UP EARLY TO MAKE BREAK-FAST FOR YOU TOMORROW, DEAR!
YOU NEEDN'T BOTHER, AUNT MAY! I CAN FIX IT! YOU NEED YOUR REST!
NONSENSE, PETER! I WANT TO... OHHH...!
AUNT MAY! WHAT'S WRONG?!
SHE.. SHE'S FAINTED!
I'VE GOT TO SEND FOR THE DOCTOR ...RIGHT AWAY!
A HALF HOUR LATER ...
YOU MAY COME IN NOW, SON!
HOW IS SHE, DOC?
SHE'S VERY WEAK, MY BOY!
I'M NOT QUITE SURE WHAT'S WRONG, BUT, AT HER AGE, WE CAN'T AFFORD TO TAKE ANY CHANCES. I'LL SEND FOR THE AMBULANCE!
AMBULANCE? YOU MEAN...?
YES, PETER! SHE'LL HAVE TO GO TO THE HOSPITAL FOR SPECIAL TESTS!
IT.. IT HAPPENED SO SUDDENLY!
HELLO, THIS IS DR. BROMWELL! CONNECT ME WITH ADMITTING, PLEASE!
THEN, AFTER A SWIFT AMBULANCE RIDE...
SHE'S A BIT STRONGER NOW! THE MEDICATION SEEMS TO HAVE HELPED!
PETER...
I'M RIGHT HERE, AUNT MAY!
EASY, SON.. DON'T TIRE HER!
YOU MUST TRY TO GET SOME REST NOW, MRS. PARKER!
I WILL.. BUT, POOR PETER... FIRST DAY OF SCHOOL TOMORROW... SHOULD BE ASLEEP... NOT WAITING UP... HERE!
DON'T YOU WORRY ABOUT ME, AUNT MAY. JUST YOU REST AND GET YOUR STRENGTH BACK, HEAR? I'LL BE JUST FINE!
7.


OF COURSE YOU WILL, DEAR! YOU'VE ALWAYS BEEN FINE! BEST NEPHEW A PERSON COULD WISH FOR... SO DECENT... AND TRUTHFUL... SO... MMMM...
SHE'S STARTING TO DOZE NOW! GOOD!
AND THEN...
I WAS SO WRAPPED UP IN MY OWN AFFAIRS THAT I HARDLY EVER GAVE HER A THOUGHT!
SOME FINE NEPHEW I'VE BEEN! I DIDN'T EVEN SUSPECT SHE WAS ILL!
AND FINALLY, AS DAWN SLOWLY BREAKS...
I COULDN'T SLEEP A WINK! COULDN'T GET AUNT MAY OUT OF MY MIND!
I'VE TAKEN HER FOR GRANTED ALL THESE YEARS! SHE'S BEEN LIKE A MOTHER TO ME... AND I HARDLY GAVE HER THE TIME OF DAY!
THUS, WEARY FROM LACK OF SLEEP, AND HEART-SICK WITH WORRY ABOUT HIS AUNT'S ILLNESS, THE WORLD'S MOST AMAZING TEENAGER BEGINS HIS FIRST DAY OF COLLEGE...
IF ANYTHING SHOULD HAPPEN TO HER, I... NO! I MUSTN'T EVEN THINK OF THAT! SHE'LL BE ALL RIGHT! SHE HAS TO BE!
WHILE, A SHORT DISTANCE AHEAD, IN PETE'S FIRST CLASS, WE FIND...
HEARD A LOT ABOUT YOU, FLASH! I'M HARRY OSBORN, AND THIS LITTLE LADY IS THE EX-BEAUTY QUEEN OF STANDARD HIGH, AS IF YOU COULDN'T TELL!
THE LITTLE LADY HAS A NAME, FLASH! IT'S GWEN STACY AND I'VE FOLLOWED YOUR FOOTBALL CAREER ALL THROUGH HIGH SCHOOL!
YOU SHOULD HAVE LET ME KNOW, GWEN! I'D HAVE GIVEN YOU ALL THE FACTS IN PERSON!
DO YOU THINK YOU'LL BE AS SUCCESSFUL WITH COLLEGIATE FOOTBALL, FLASH?
WITH SOMEONE LIKE YOU WATCHING, I WON'T EVEN NEED THE OTHER TEN PLAYERS!
BUT THEN...
OH, NO! DON'T TELL ME I HAVE PUNY PARKER IN THIS CLASS!
ISN'T HE THE BOY WHO WON THE SCIENCE SCHOLARSHIP TO E.S.U.? HE MUST BE BRILLIANT!
HE LOOKS LIKE ANY OTHER FROSH TO ME!
WELL, I MIGHT AS WELL INTRODUCE YOU, SO YOU CAN SEE HOW SQUARE A GUY CAN BE!
HEY, PARKER... C'MERE! I WANNA TALK TO YOU!
HE DOESN'T SEEM TO HEAR YOU!
8

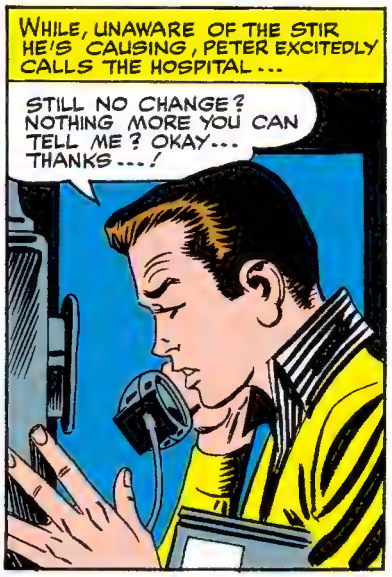

HOW ABOUT THAT?? HE IGNORED US! HE... IGNORED... US!!!
THE DOCTOR SAID I SHOULDN'T CALL THE HOSPITAL UNTIL MID-MORNING!

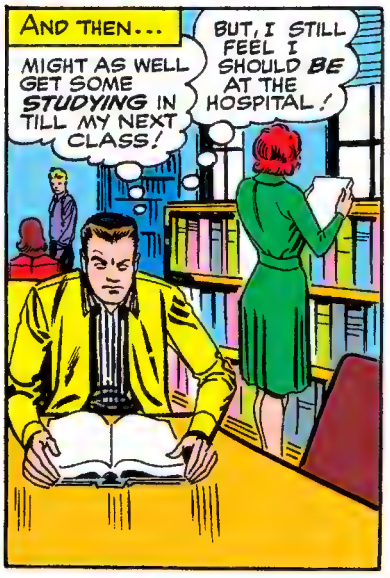

SOME FRIEND YOU'VE GOT THERE, FLASH!
KNOCK IT OFF, HARRY! THAT CREEP IS NO FRIEND OF MINE!
HE SEEMED NICE ENOUGH! PERHAPS HE DIDN'T HEAR YOU!


AND, AS THE FIRST CLASS BEGINS...
HE'S NOT AS HUSKY AS FLASH... BUT HE'S BRIGHTER ...AND VERY ATTRACTIVE!
I'VE GOT TO TRY TO FORGET AUNT MAY..AND CONCENTRATE ON THE PROF!

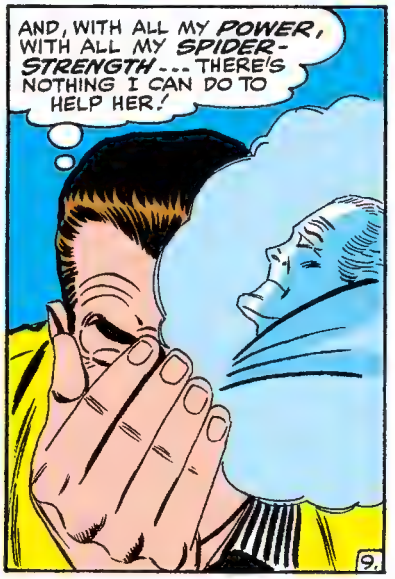
THEN, BETWEEN CLASSES...
THERE'S PETER PARKER! I MET HIM AT REGISTRATION! A REAL NICE GUY!
HI, PETE! HOW'S IT GOIN?
THERE'S JUST TIME FOR ONE PHONE CALL!

WOW! HOW WRONG CAN YA BE ABOUT A FELLA?!! WHAT A BRUSH-OFF HE GAVE ME!
IT WASN'T AS BAD AS THE ONE HE GAVE TO FLASH THOMPSON... AND FLASH WENT ALL THROUGH HIGH SCHOOL WITH HIM!
HIS SCHOLARSHIP MUST HAVE GONE TO HIS HEAD!


WHILE, UNAWARE OF THE STIR HE'S CAUSING, PETER EXCITEDLY CALLS THE HOSPITAL...
STILL NO CHANGE? NOTHING MORE YOU CAN TELL ME? OKAY... THANKS...!

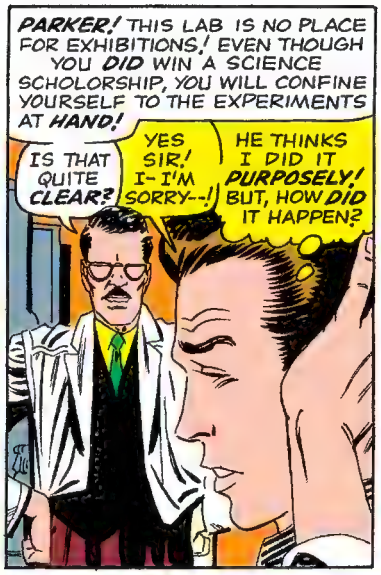

AND THEN...
MIGHT AS WELL GET SOME STUDYING IN TILL MY NEXT CLASS!
BUT, I STILL FEEL I SHOULD BE AT THE HOSPITAL!

IT'S NO USE! I CAN'T CONCENTRATE! ALL I CAN THINK OF IS POOR AUNT MAY... SO TERRIBLY ILL...!


AND, WITH ALL MY POWER, WITH ALL MY SPIDER-STRENGTH... THERE'S NOTHING I CAN DO TO HELP HER!

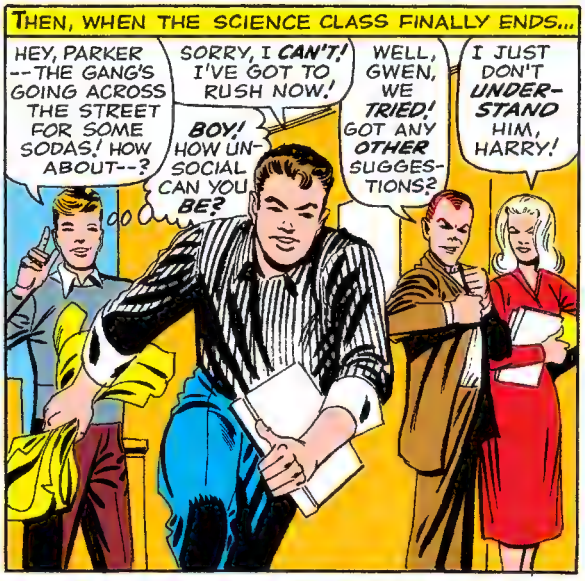
LATER, IN THE CHEM LAB...
IF THERE'S ONE THING HARRY OSBORN DOESN'T DIG, IT'S A SWELL-HEAD WHO THINKS HE'S BETTER'N ANYONE ELSE!
THIS IS MY LAST CLASS TODAY! I'LL BE ABLE TO SEE AUNT MAY WHEN IT'S OVER! IF I CAN JUST KEEP MY MIND ON WHAT I'M DOING TILL THEN...! I'VE GOT TO SHUT EVERYTHING ELSE OUT!
LOOK, I'VE GOT AN IDEA FOR A GAG TO TAKE HIM DOWN A PEG! ARE YOU ALL GAME TO TRY IT?
I THINK WE SHOULD MIND OUR OWN BUSINESS!
AWW, DON'T BE A PILL, GWEN! PARKER'S BEEN ASKING FOR IT!
IT WON'T BE ANYTHING SERIOUS! IT'LL BE JUST GOOD FOR A LAUGH, THAT'S ALL!
I THINK I CAN SEE WHY YOU AND FLASH THOMPSON BECAME FRIENDS SO QUICKLY, HARRY!
FLASH AND ME BOTH HATE SQUARES! NOTHING'S WRONG WITH THAT!
NOW YOU DISTRACT HIM WHILE I DO THE REST, GWEN!
I STILL CAN'T HELP FEELING ATTRACTED TO HIM!
WELL, I GUESS I CAN'T BACK OUT NOW!
PERHAPS I SHOULD GET AUNT MAY ANOTHER DOCTOR... A SPECIALIST!
PETE!
PETE! DON'T YOU HEAR ME?
THIS IS GREAT! HE'S IN A WORLD OF HIS OWN! YOU DON'T EVEN HAVE TO DISTRACT HIM!
PETER PARKER! I ASKED IF I COULD BORROW YOUR PEN!!
HUH? OH, SURE... IF YOU WANT MY PEN, HERE... TAKE IT!
I'VE NEVER MET A BOY LIKE HIM! HE DIDN'T EVEN GIVE ME A GLANCE!
THANK YOU VERY MUCH, MISTER PARKER, BUT I CHANGED MY MIND!
JUST KEEP WATCHING! IT'LL HAPPEN ANY SECOND NOW!
10.

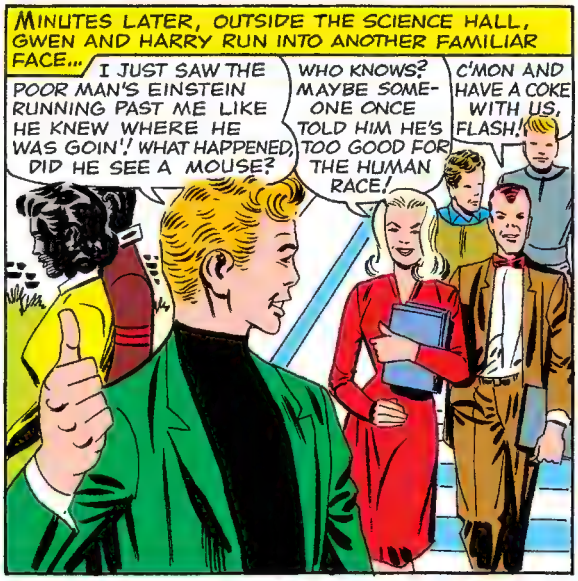
THE CHEMICALS IGNITED!
BUT, THAT'S IMPOSSIBLE! THEY COULDN'T HAVE! THEY WERE ALL COMPLETELY STABLE!
POOWF!

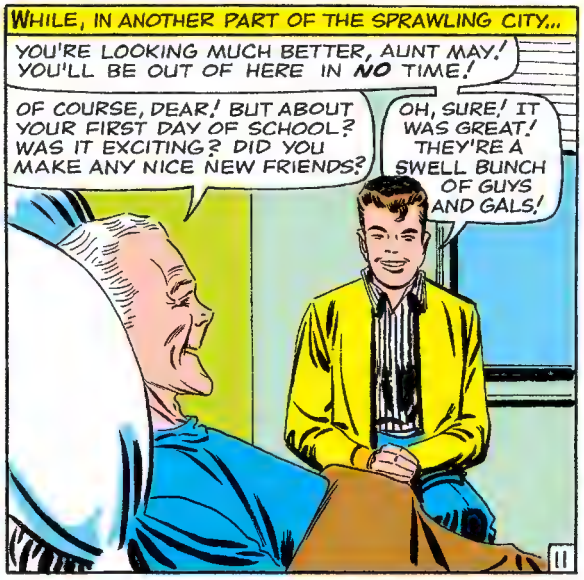

PARKER! THIS LAB IS NO PLACE FOR EXHIBITIONS! EVEN THOUGH YOU DID WIN A SCIENCE SCHOLORSHIP, YOU WILL CONFINE YOURSELF TO THE EXPERIMENTS AT HAND!
IS THAT QUITE CLEAR?
YES SIR! I-I'M SORRY--!
HE THINKS I DID IT PURPOSELY! BUT, HOW DID IT HAPPEN?

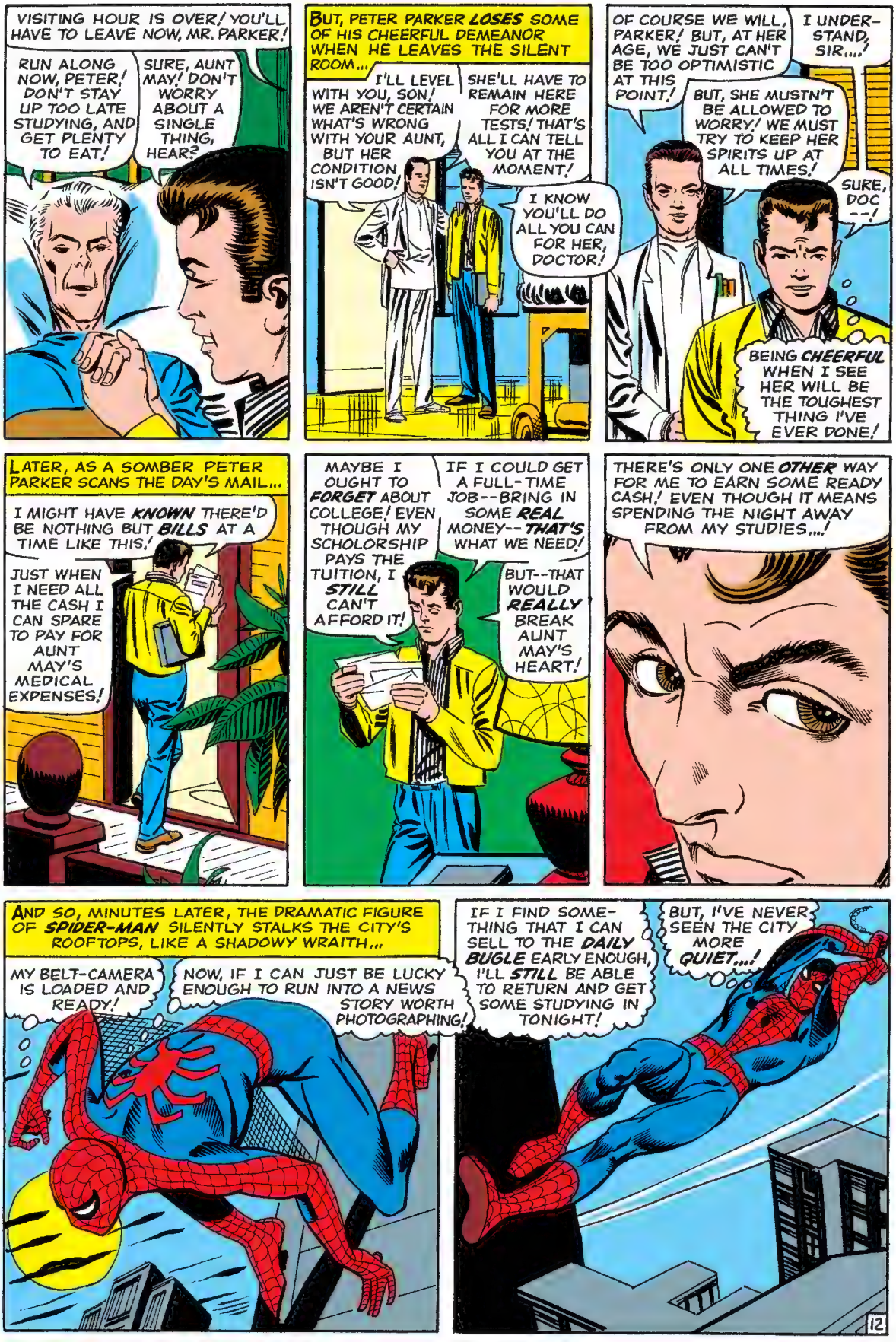
IT WORKED BETTER THAN I THOUGHT! THIS'LL TAKE THAT SWELL-HEAD DOWN A PEG!
IT WAS JUST SUPPOSED TO BE A JOKE! I DIDN'T WANT TO GET ANY-ONE IN TROUBLE WITH THE PROF!
AWW, DON'T LOSE ANY SLEEP OVER IT, GWEN! IT COULDN'T HAVE HAPPENED TO A NICER GUY!

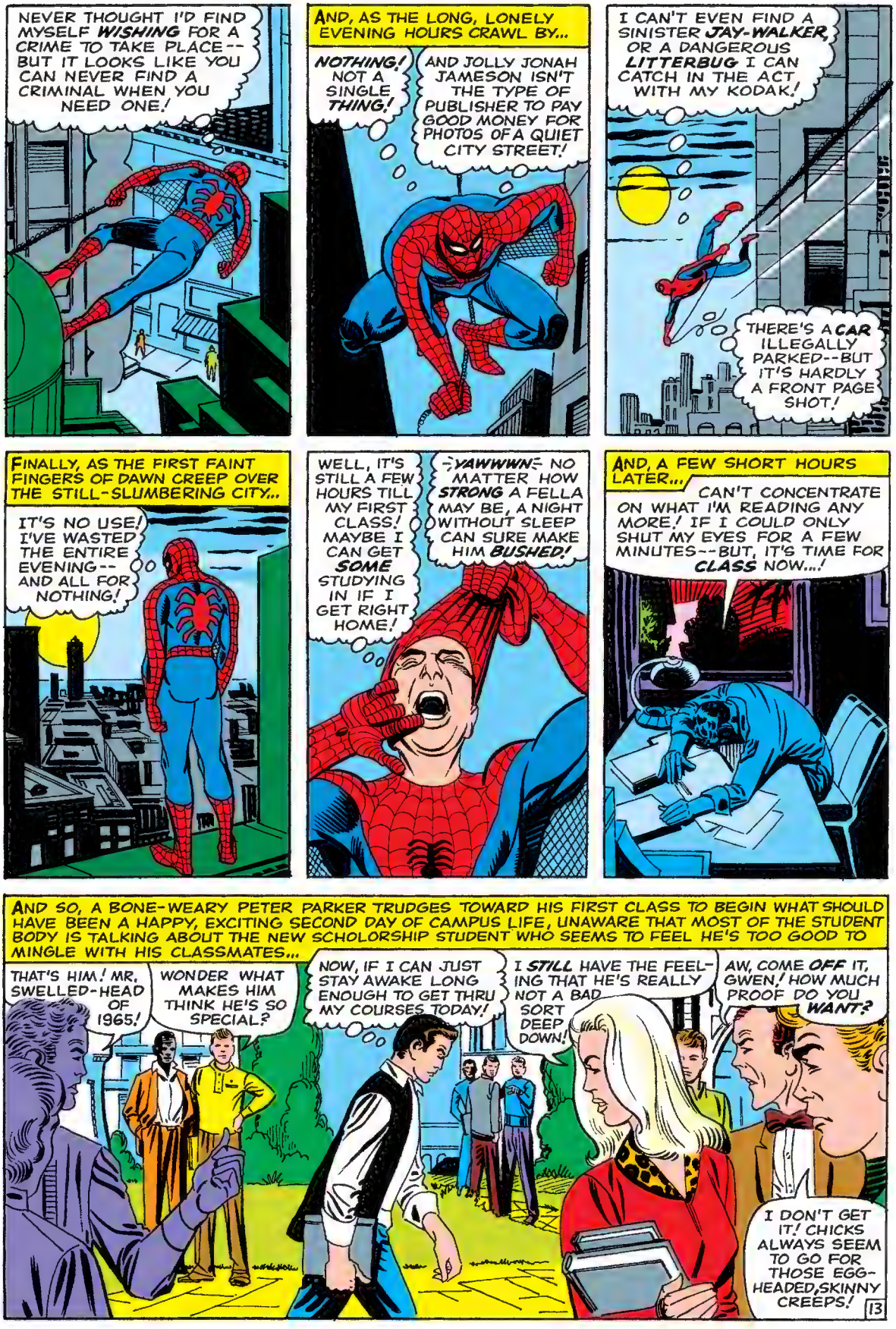
TELL YOU WHAT, DOLL--IF IT'LL MAKE YOU FEEL BETTER, WE'LL INVITE HIM FOR A COKE AFTER CLASS! HOW'S THAT?
IT'S THE LEAST WE CAN DO! WE HAD NO RIGHT TO GET PROFESSOR WARREN DOWN ON HIM!
I'VE NEVER MADE A BONEHEAD MISTAKE LIKE THAT IN AN EXPERIMENT BEFORE! I MUST HAVE BEEN DAY-DREAMING!
DAY-DREAMING, MY FOOT! I JUST CAN'T GET POOR AUNT MAY OUT OF MY MIND, THAT'S ALL!


THEN, WHEN THE SCIENCE CLASS FINALLY ENDS...
HEY, PARKER --THE GANG'S GOING ACROSS THE STREET FOR SOME SODAS! HOW ABOUT--?
SORRY, I CAN'T! I'VE GOT TO RUSH NOW!
BOY! HOW UN-SOCIAL CAN YOU BE?
WELL, GWEN, WE TRIED! GOT ANY OTHER SUGGES-TIONS?
I JUST DON'T UNDER-STAND HIM, HARRY!


MINUTES LATER, OUTSIDE THE SCIENCE HALL, GWEN AND HARRY RUN INTO ANOTHER FAMILIAR FACE...
I JUST SAW THE POOR MAN'S EINSTEIN RUNNING PAST ME LIKE HE KNEW WHERE HE WAS GOIN'! WHAT HAPPENED, DID HE SEE A MOUSE?
WHO KNOWS? MAYBE SOME-ONE ONCE TOLD HIM HE'S TOO GOOD FOR THE HUMAN RACE!
C'MON AND HAVE A COKE WITH US, FLASH!


WHILE, IN ANOTHER PART OF THE SPRAWLING CITY...
YOU'RE LOOKING MUCH BETTER, AUNT MAY! YOU'LL BE OUT OF HERE IN NO TIME!
OF COURSE, DEAR! BUT ABOUT YOUR FIRST DAY OF SCHOOL? WAS IT EXCITING? DID YOU MAKE ANY NICE NEW FRIENDS?
OH, SURE! IT WAS GREAT! THEY'RE A SWELL BUNCH OF GUYS AND GALS!


VISITING HOUR IS OVER! YOU'LL HAVE TO LEAVE NOW, MR. PARKER!
RUN ALONG NOW, PETER! DON'T STAY UP TOO LATE STUDYING, AND GET PLENTY TO EAT!
SURE, AUNT MAY! DON'T WORRY ABOUT A SINGLE THING, HEAR?
BUT, PETER PARKER LOSES SOME OF HIS CHEERFUL DEMEANOR WHEN HE LEAVES THE SILENT ROOM...
I'LL LEVEL WITH YOU, SON! WE AREN'T CERTAIN WHAT'S WRONG WITH YOUR AUNT, BUT HER CONDITION ISN'T GOOD!
SHE'LL HAVE TO REMAIN HERE FOR MORE TESTS! THAT'S ALL I CAN TELL YOU AT THE MOMENT!
I KNOW YOU'LL DO ALL YOU CAN FOR HER, DOCTOR!
OF COURSE WE WILL, PARKER! BUT, AT HER AGE, WE JUST CAN'T BE TOO OPTIMISTIC AT THIS POINT!
I UNDERSTAND, SIR....!
BUT, SHE MUSTN'T BE ALLOWED TO WORRY! WE MUST TRY TO KEEP HER SPIRITS UP AT ALL TIMES!
SURE, DOC --!
BEING CHEERFUL WHEN I SEE HER WILL BE THE TOUGHEST THING I'VE EVER DONE!
LATER, AS A SOMBER PETER PARKER SCANS THE DAY'S MAIL...
I MIGHT HAVE KNOWN THERE'D BE NOTHING BUT BILLS AT A TIME LIKE THIS!
JUST WHEN I NEED ALL THE CASH I CAN SPARE TO PAY FOR AUNT MAY'S MEDICAL EXPENSES!
MAYBE I OUGHT TO FORGET ABOUT COLLEGE! EVEN THOUGH MY SCHOLORSHIP PAYS THE TUITION, I STILL CAN'T AFFORD IT!
IF I COULD GET A FULL-TIME JOB--BRING IN SOME REAL MONEY--THAT'S WHAT WE NEED!
BUT--THAT WOULD REALLY BREAK AUNT MAY'S HEART!
THERE'S ONLY ONE OTHER WAY FOR ME TO EARN SOME READY CASH! EVEN THOUGH IT MEANS SPENDING THE NIGHT AWAY FROM MY STUDIES...!
AND SO, MINUTES LATER, THE DRAMATIC FIGURE OF SPIDER-MAN SILENTLY STALKS THE CITY'S ROOFTOPS, LIKE A SHADOWY WRAITH...
MY BELT-CAMERA IS LOADED AND READY!
NOW, IF I CAN JUST BE LUCKY ENOUGH TO RUN INTO A NEWS STORY WORTH PHOTOGRAPHING!
IF I FIND SOMETHING THAT I CAN SELL TO THE DAILY BUGLE EARLY ENOUGH, I'LL STILL BE ABLE TO RETURN AND GET SOME STUDYING IN TONIGHT!
BUT, I'VE NEVER SEEN THE CITY MORE QUIET...!
12


NEVER THOUGHT I'D FIND MYSELF WISHING FOR A CRIME TO TAKE PLACE--BUT IT LOOKS LIKE YOU CAN NEVER FIND A CRIMINAL WHEN YOU NEED ONE!
AND, AS THE LONG, LONELY EVENING HOURS CRAWL BY...
NOTHING! NOT A SINGLE THING!
AND JOLLY JONAH JAMESON ISN'T THE TYPE OF PUBLISHER TO PAY GOOD MONEY FOR PHOTOS OF A QUIET CITY STREET!
I CAN'T EVEN FIND A SINISTER JAY-WALKER, OR A DANGEROUS LITTERBUG I CAN CATCH IN THE ACT WITH MY KODAK!
THERE'S A CAR ILLEGALLY PARKED--BUT IT'S HARDLY A FRONT PAGE SHOT!
FINALLY, AS THE FIRST FAINT FINGERS OF DAWN CREEP OVER THE STILL-SLUMBERING CITY...
IT'S NO USE! I'VE WASTED THE ENTIRE EVENING--AND ALL FOR NOTHING!
WELL, IT'S STILL A FEW HOURS TILL MY FIRST CLASS! MAYBE I CAN GET SOME STUDYING IN IF I GET RIGHT HOME!
=YAWWWN= NO MATTER HOW STRONG A FELLA MAY BE, A NIGHT WITHOUT SLEEP CAN SURE MAKE HIM BUSHED!
AND, A FEW SHORT HOURS LATER...
CAN'T CONCENTRATE ON WHAT I'M READING ANY MORE! IF I COULD ONLY SHUT MY EYES FOR A FEW MINUTES--BUT, IT'S TIME FOR CLASS NOW...!
AND SO, A BONE-WEARY PETER PARKER TRUDGES TOWARD HIS FIRST CLASS TO BEGIN WHAT SHOULD HAVE BEEN A HAPPY, EXCITING SECOND DAY OF CAMPUS LIFE, UNAWARE THAT MOST OF THE STUDENT BODY IS TALKING ABOUT THE NEW SCHOLORSHIP STUDENT WHO SEEMS TO FEEL HE'S TOO GOOD TO MINGLE WITH HIS CLASSMATES...
THAT'S HIM! MR. SWELLED-HEAD OF 1965!
WONDER WHAT MAKES HIM THINK HE'S SO SPECIAL?
NOW, IF I CAN JUST STAY AWAKE LONG ENOUGH TO GET THRU MY COURSES TODAY!
I STILL HAVE THE FEELING THAT HE'S REALLY NOT A BAD SORT DEEP DOWN!
AW, COME OFF IT, GWEN! HOW MUCH PROOF DO YOU WANT?
I DON'T GET IT! CHICKS ALWAYS SEEM TO GO FOR THOSE EGG-HEADED, SKINNY CREEPS!
13

BUT NOW, LET'S CHANGE OUR SCENE BRIEFLY, AS WE PAY A VISIT TO THAT DEMON NEWSPAPERMAN, J. JONAH JAMESON, PUBLISHER OF THE FAMOUS DAILY BUGLE...
NEWS! I WANT NEWS! SOMETHING MUST BE HAPPENING SOMEWHERE!
I CAN'T SELL A NEWSPAPER WITHOUT NEWS! WHY DOESN'T SOMETHING HAPPEN??!
FOSWELL! YOU'RE ONE OF MY TOP REPORTERS! WHAT AM I PAYING YOU FOR?
SORRY, MR. JAMESON! I ONLY REPORT THE NEWS--I CAN'T MANUFACTURE IT!
DON'T GET CLEVER WITH ME! CLEVER PEOPLE MAKE ME NERVOUS! JUST BRING ME A STORY!
WHAT ABOUT THOSE ROBBERIES OF ALL THAT SCIENTIFIC EQUIPMENT? THERE OUGHT TO BE A STORY THERE SOMEWHERE! GO FIND IT!
I'M ON MY WAY!
HE MAY BE RIGHT! IT'S TIME FOR "PATCH", THE STOOLIE, TO MAKE THE SCENE AGAIN!
MISS BRANT, WHAT ABOUT THAT WEAK-KNEED BOY FRIEND OF YOURS? WHY HASN'T HE BROUGHT ME ANY NEWS PHOTOS LATELY?
I HAVEN'T SEEN MUCH OF PETER PARKER MYSELF LATELY, MR. JAMESON!
HE MUST BE BUSY WITH HIS STUDIES SINCE SCHOOL STARTED!
WELL, LEAVE A MESSAGE THAT I CALLED HIM! TELL HIM NOT TO FORGET ABOUT THE KINDLY OLD NEWSPAPER PUBLISHER WHO'S DONE SO MUCH FOR HIM IN THE PAST!
I'LL DO THAT, SIR!
YOU OLD HYPOCRITE!
THAT'S STRANGE! THERE'S NO ANSWER AT PETER'S HOUSE! HIS AUNT IS USUALLY HOME AT THIS TIME!
OH, HELLO, NED!
I'VE BEEN WANTING TO TALK TO YOU, BETTY!
DO YOU HAVE AN ANSWER FOR ME YET?
I'M SORRY NED! I SIMPLY HAVEN'T BEEN ABLE TO MAKE UP MY MIND!
AND I MUST BE FAIR TO PETER! I HAVE TO SPEAK TO HIM FIRST!
SURE, BETTY! I UNDERSTAND!
I JUST WANTED YOU TO KNOW THAT I HAVEN'T CHANGED MY MIND! I STILL FEEL THE SAME WAY ABOUT YOU-- AND I'LL KEEP ASKING--UNTIL YOU SAY YES!
I'LL GIVE YOU YOUR ANSWER JUST AS SOON AS I LEARN SOMETHING--I PROMISE!
LEARN SOMETHING? YOU SOUND VERY MYSTERIOUS, BETTY!
I KNOW PETER IS KEEPING SOME SECRET FROM ME! I JUST MUST FIND OUT WHAT IT IS!
14

AND WHAT OF THE MAN CALLED *PATCH?* WE FIND HIM FREQUENTING THE USUAL UNDERWORLD HAUNTS, WHERE HIS IS A FAMILIAR FACE...

THINGS ARE QUIET--*TOO* QUIET! IT GIVES ME THE FEELING OF THE LULL--BEFORE A *STORM!*

BUT THEN, THE ALERT INFORMER CATCHES A SNATCH OF CONVERSATION THAT GIVES HIM PAUSE...

THAT'S RIGHT! WE'RE LOADING A CARGO OF NUCLEAR DEVICES AT PIER 6 TONIGHT!

NOTHING, SAILOR--I WAS JUST CURIOUS!

WHAT'S IT TO *YOU,* MATE?

THAT CHARACTER TALKING TO THE SEAMAN IS FOXY BRIGGS! HE'S ONLY CURIOUS ABOUT *ONE* THING --*ROBBERY!*

THIS MAY BE THE LEAD I'VE BEEN *LOOKING* FOR!

THUS, WHEN FOXY BRIGGS LEAVES THE WATERFRONT SALOON, A SHABBY-LOOKING MAN WITH AN EYE PATCH FOLLOWS AFTER HIM...

I BETTER NOT STAY *TOO* CLOSE TO HIM! I DON'T WANT HIM GETTING SUSPICIOUS!

BUT, WHEN "*PATCH*" TURNS A CORNER...

I *LOST* HIM! THAT'S WHAT I GET FOR BEING TOO CAUTIOUS!

NOW WHAT DO I DO? I CAN'T TELL THE POLICE WHAT I LEARNED--I HAVEN'T ENOUGH EVIDENCE!

AND, IF I EVER GIVE THEM A BUM STEER, THEY WON'T BE SO TRUSTING OF ME IN THE FUTURE!

HONEST TO GOSH--WE *DIDN'T* FORGET ABOUT *SPIDER-MAN!* YOU'LL SEE HIM REAL SOON--WE PROMISE! BUT FIRST, LET'S RETURN TO EMPIRE STATE U. JUST ONCE MORE--

PETER PARKER IS THE ONLY BOY I'VE MET WHO HASN'T GIVEN ME A TUMBLE!

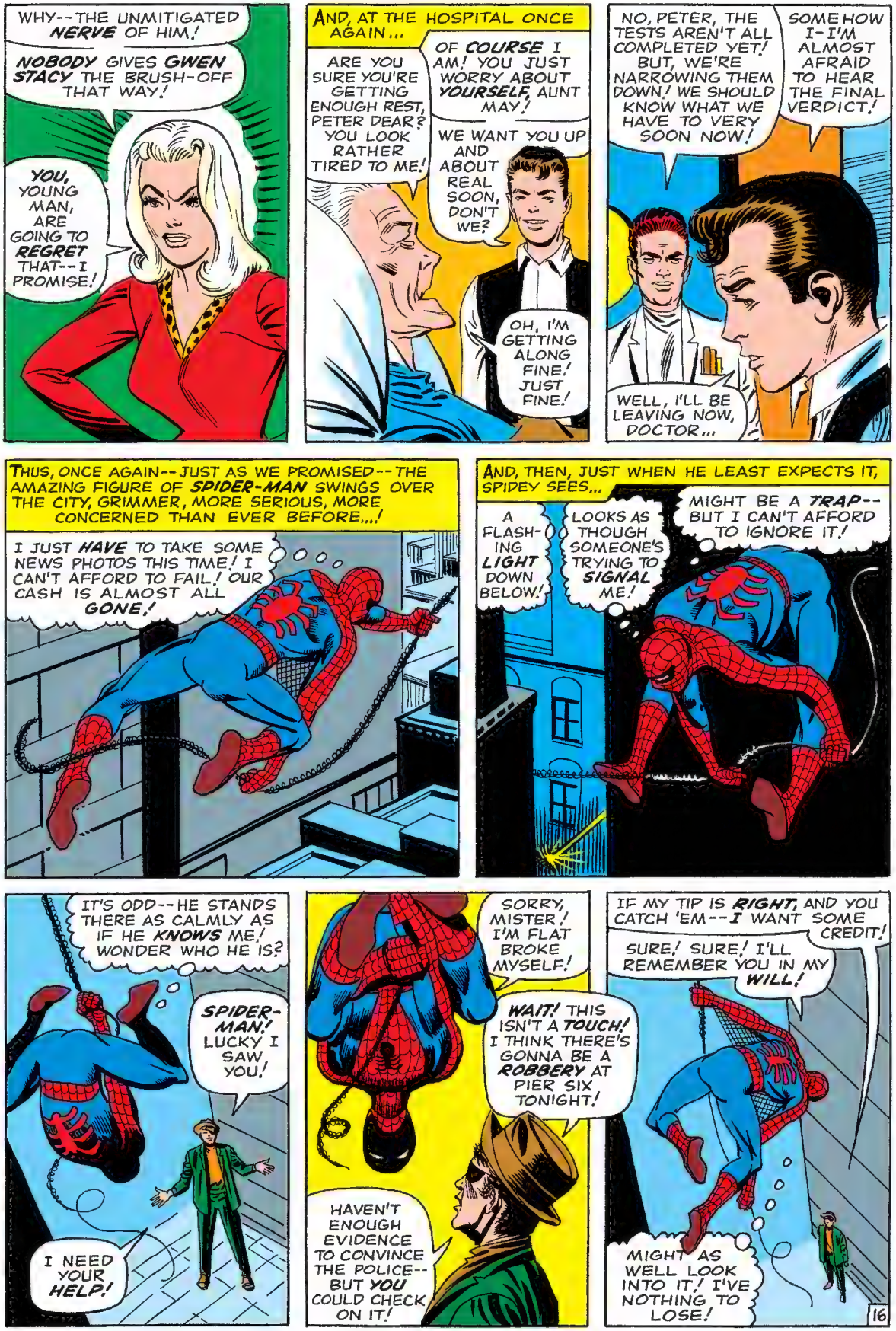
AND THAT'S A CHALLENGE *NO* GIRL CAN RESIST!

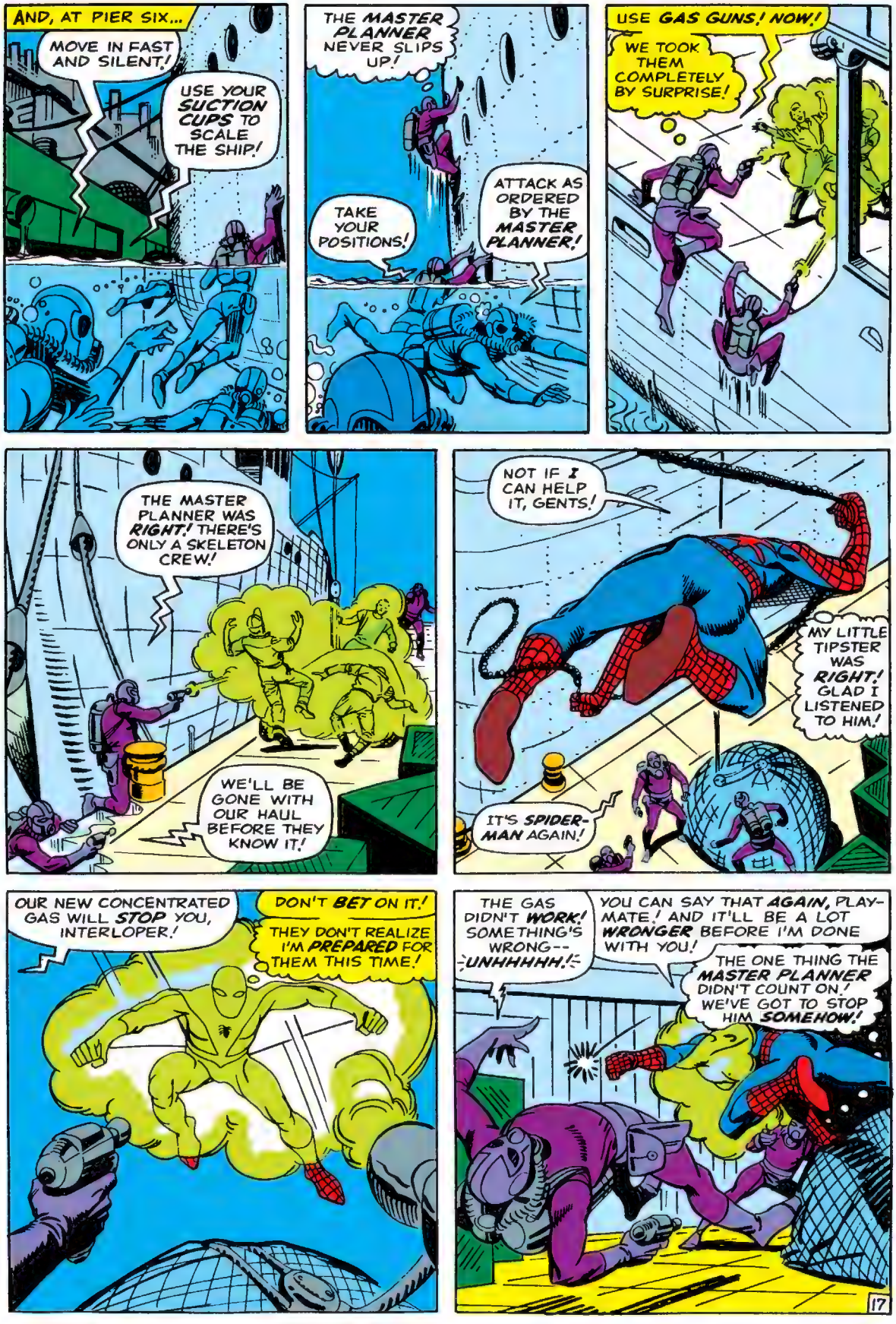
HE'S LEAVING THE LAB NOW! THIS IS MY CHANCE TO GET TO KNOW HIM BETTER!

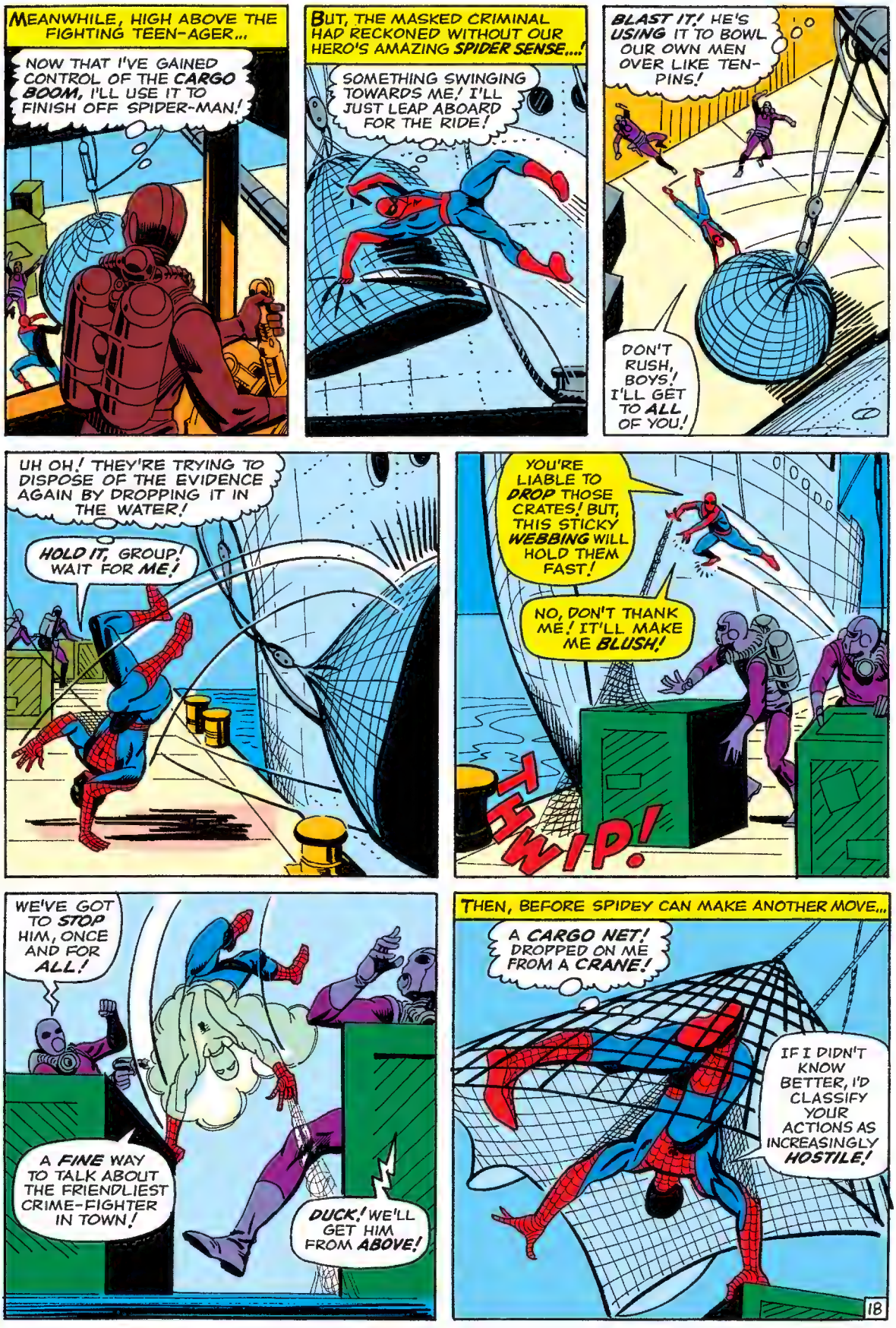
IF I GET TO THE HOSPITAL *EARLIER,* I'LL BE ABLE TO VISIT LONGER WITH AUNT MAY!

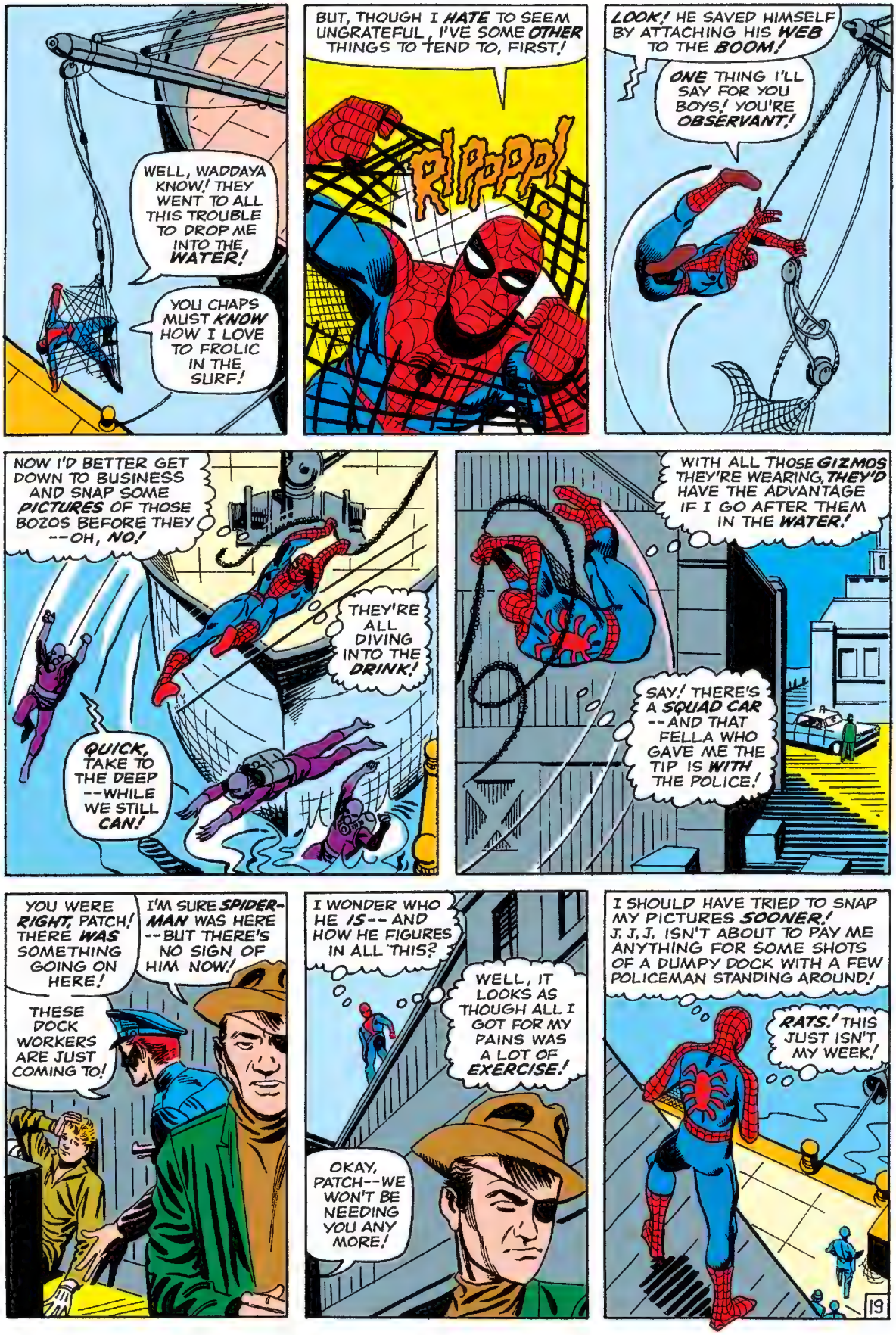
HEL-LO THERE, PETER! I'M GLAD I BUMPED INTO YOU! DO YOU HAVE A MINUTE--?

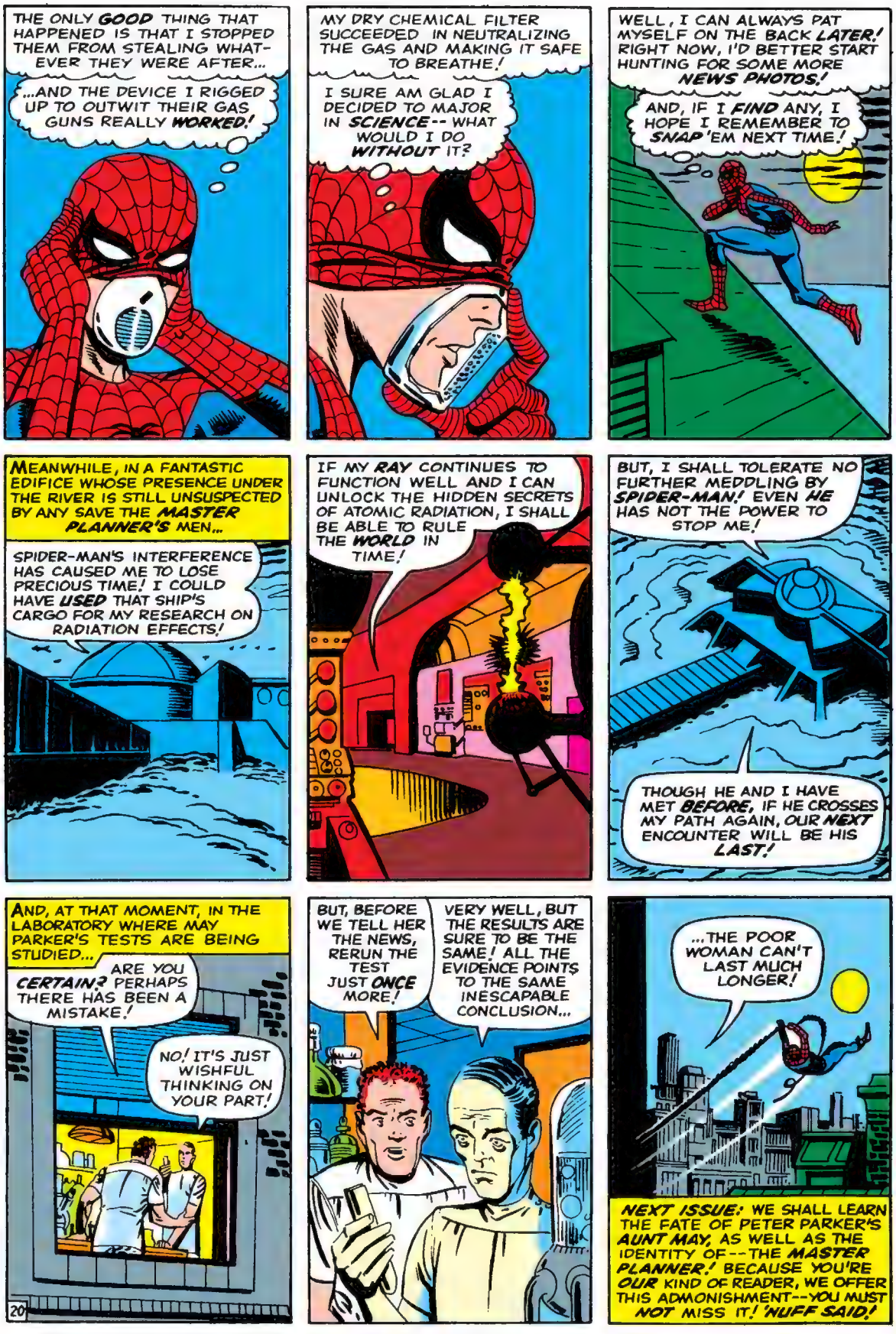
I'M AWFULLY SORRY! YOU'LL HAVE TO *EXCUSE* ME! I'M IN A REAL BIG HURRY! CAN'T STOP NOW!


WHY--THE UNMITIGATED NERVE OF HIM!
NOBODY GIVES GWEN STACY THE BRUSH-OFF THAT WAY!
YOU, YOUNG MAN, ARE GOING TO REGRET THAT--I PROMISE!
AND, AT THE HOSPITAL ONCE AGAIN...
ARE YOU SURE YOU'RE GETTING ENOUGH REST, PETER DEAR? YOU LOOK RATHER TIRED TO ME!
OF COURSE I AM! YOU JUST WORRY ABOUT YOURSELF, AUNT MAY!
WE WANT YOU UP AND ABOUT REAL SOON, DON'T WE?
OH, I'M GETTING ALONG FINE! JUST FINE!
NO, PETER, THE TESTS AREN'T ALL COMPLETED YET! BUT, WE'RE NARROWING THEM DOWN! WE SHOULD KNOW WHAT WE HAVE TO VERY SOON NOW!
SOMEHOW I--I'M ALMOST AFRAID TO HEAR THE FINAL VERDICT!
WELL, I'LL BE LEAVING NOW, DOCTOR...
THUS, ONCE AGAIN--JUST AS WE PROMISED--THE AMAZING FIGURE OF SPIDER-MAN SWINGS OVER THE CITY, GRIMMER, MORE SERIOUS, MORE CONCERNED THAN EVER BEFORE...!
I JUST HAVE TO TAKE SOME NEWS PHOTOS THIS TIME! I CAN'T AFFORD TO FAIL! OUR CASH IS ALMOST ALL GONE!
AND, THEN, JUST WHEN HE LEAST EXPECTS IT, SPIDEY SEES...
A FLASHING LIGHT DOWN BELOW!
LOOKS AS THOUGH SOMEONE'S TRYING TO SIGNAL ME!
MIGHT BE A TRAP--BUT I CAN'T AFFORD TO IGNORE IT!
IT'S ODD--HE STANDS THERE AS CALMLY AS IF HE KNOWS ME! WONDER WHO HE IS?
SPIDER-MAN! LUCKY I SAW YOU!
I NEED YOUR HELP!
SORRY, MISTER! I'M FLAT BROKE MYSELF!
WAIT! THIS ISN'T A TOUCH! I THINK THERE'S GONNA BE A ROBBERY AT PIER SIX TONIGHT!
HAVEN'T ENOUGH EVIDENCE TO CONVINCE THE POLICE--BUT YOU COULD CHECK ON IT!
IF MY TIP IS RIGHT, AND YOU CATCH 'EM--I WANT SOME CREDIT!
SURE! SURE! I'LL REMEMBER YOU IN MY WILL!
MIGHT AS WELL LOOK INTO IT! I'VE NOTHING TO LOSE!
16

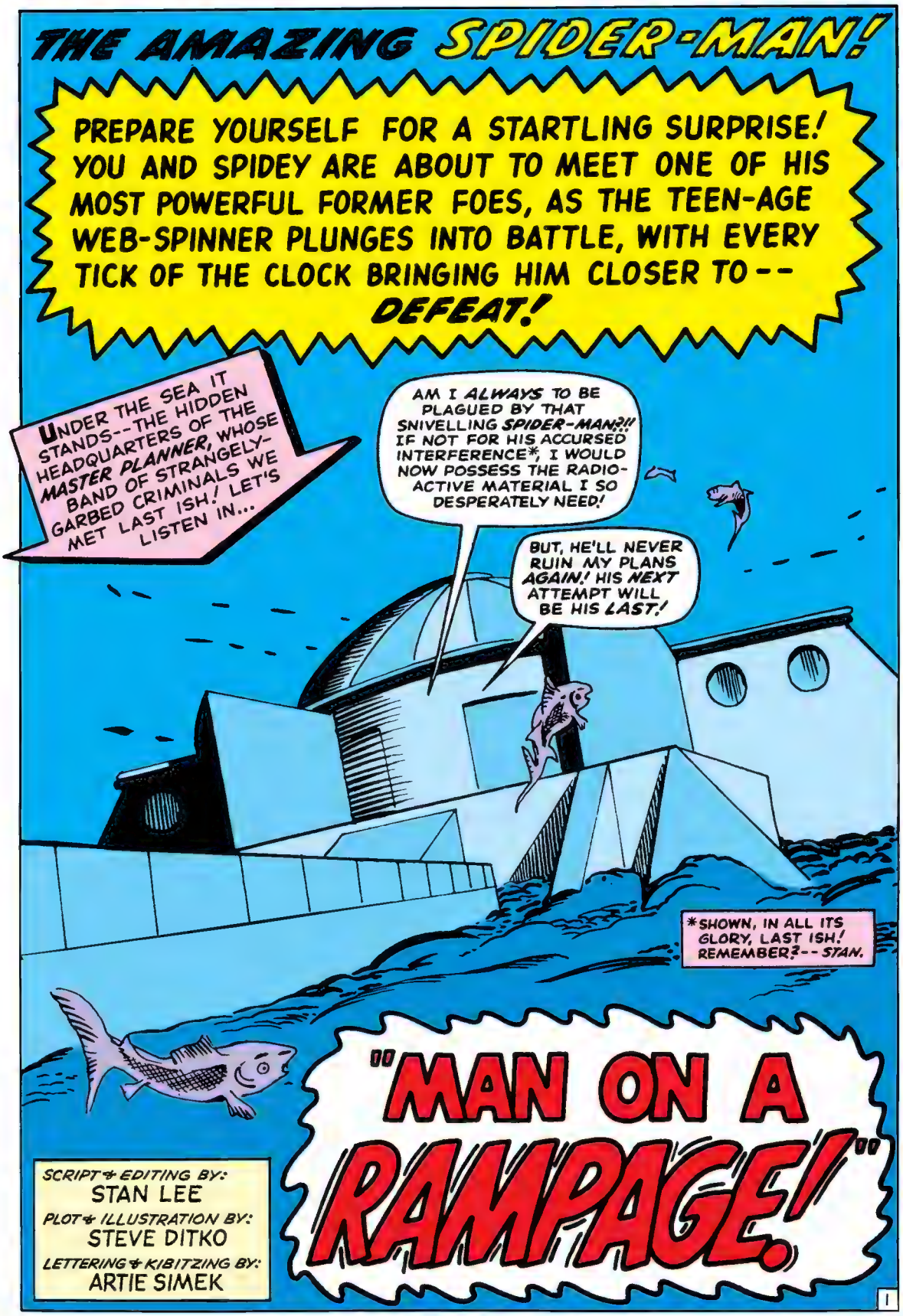

AND, AT PIER SIX...
MOVE IN FAST AND SILENT!
USE YOUR SUCTION CUPS TO SCALE THE SHIP!
THE MASTER PLANNER NEVER SLIPS UP!
TAKE YOUR POSITIONS!
ATTACK AS ORDERED BY THE MASTER PLANNER!
USE GAS GUNS! NOW!
WE TOOK THEM COMPLETELY BY SURPRISE!
THE MASTER PLANNER WAS RIGHT! THERE'S ONLY A SKELETON CREW!
WE'LL BE GONE WITH OUR HAUL BEFORE THEY KNOW IT!
NOT IF I CAN HELP IT, GENTS!
MY LITTLE TIPSTER WAS RIGHT! GLAD I LISTENED TO HIM!
IT'S SPIDER-MAN AGAIN!
OUR NEW CONCENTRATED GAS WILL STOP YOU, INTERLOPER!
DON'T BET ON IT!
THEY DON'T REALIZE I'M PREPARED FOR THEM THIS TIME!
THE GAS DIDN'T WORK! SOMETHING'S WRONG--
-UNHHHHH!-
YOU CAN SAY THAT AGAIN, PLAYMATE! AND IT'LL BE A LOT WRONGER BEFORE I'M DONE WITH YOU!
THE ONE THING THE MASTER PLANNER DIDN'T COUNT ON! WE'VE GOT TO STOP HIM SOMEHOW!

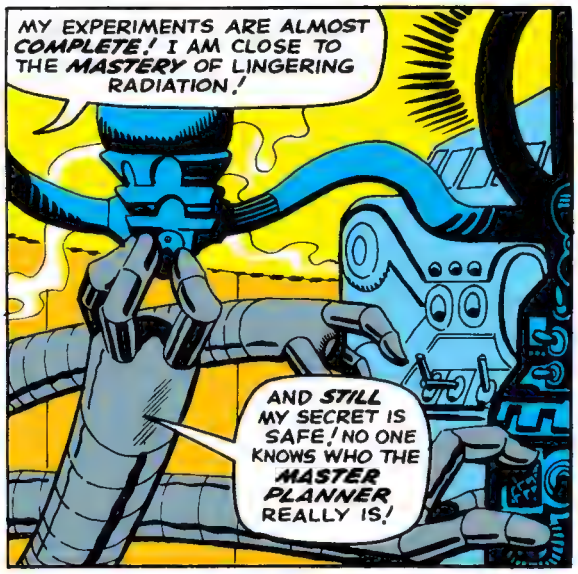

MEANWHILE, HIGH ABOVE THE FIGHTING TEEN-AGER...
NOW THAT I'VE GAINED CONTROL OF THE CARGO BOOM, I'LL USE IT TO FINISH OFF SPIDER-MAN!
BUT, THE MASKED CRIMINAL HAD RECKONED WITHOUT OUR HERO'S AMAZING SPIDER SENSE...!
SOMETHING SWINGING TOWARDS ME! I'LL JUST LEAP ABOARD FOR THE RIDE!
BLAST IT! HE'S USING IT TO BOWL OUR OWN MEN OVER LIKE TEN-PINS!
DON'T RUSH, BOYS! I'LL GET TO ALL OF YOU!
UH OH! THEY'RE TRYING TO DISPOSE OF THE EVIDENCE AGAIN BY DROPPING IT IN THE WATER!
HOLD IT, GROUP! WAIT FOR ME!
YOU'RE LIABLE TO DROP THOSE CRATES! BUT, THIS STICKY WEBBING WILL HOLD THEM FAST!
NO, DON'T THANK ME! IT'LL MAKE ME BLUSH!
WHIP!
WE'VE GOT TO STOP HIM, ONCE AND FOR ALL!
A FINE WAY TO TALK ABOUT THE FRIENDLIEST CRIME-FIGHTER IN TOWN!
DUCK! WE'LL GET HIM FROM ABOVE!
THEN, BEFORE SPIDEY CAN MAKE ANOTHER MOVE...
A CARGO NET! DROPPED ON ME FROM A CRANE!
IF I DIDN'T KNOW BETTER, I'D CLASSIFY YOUR ACTIONS AS INCREASINGLY HOSTILE!

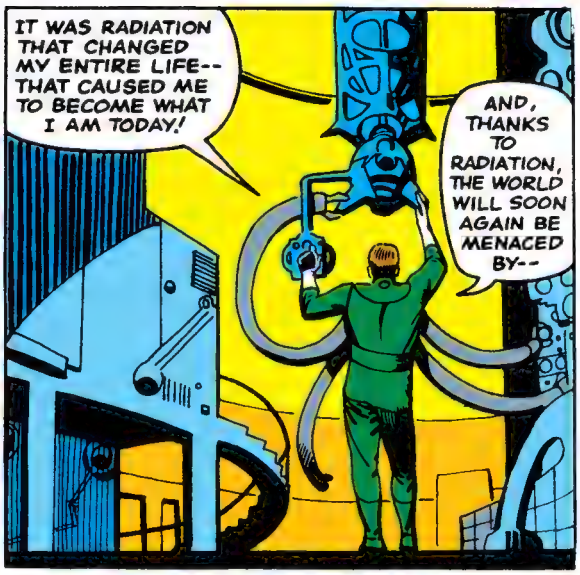

WELL, WADDAYA KNOW! THEY WENT TO ALL THIS TROUBLE TO DROP ME INTO THE WATER!
YOU CHAPS MUST KNOW HOW I LOVE TO FROLIC IN THE SURF!
BUT, THOUGH I HATE TO SEEM UNGRATEFUL, I'VE SOME OTHER THINGS TO TEND TO, FIRST!
R!PAPP!
LOOK! HE SAVED HIMSELF BY ATTACHING HIS WEB TO THE BOOM!
ONE THING I'LL SAY FOR YOU BOYS! YOU'RE OBSERVANT!
NOW I'D BETTER GET DOWN TO BUSINESS AND SNAP SOME PICTURES OF THOSE BOZOS BEFORE THEY --OH, NO!
THEY'RE ALL DIVING INTO THE DRINK!
QUICK, TAKE TO THE DEEP --WHILE WE STILL CAN!
WITH ALL THOSE GIZMOS THEY'RE WEARING, THEY'D HAVE THE ADVANTAGE IF I GO AFTER THEM IN THE WATER!
SAY! THERE'S A SQUAD CAR --AND THAT FELLA WHO GAVE ME THE TIP IS WITH THE POLICE!
YOU WERE RIGHT, PATCH! THERE WAS SOMETHING GOING ON HERE!
I'M SURE SPIDER-MAN WAS HERE --BUT THERE'S NO SIGN OF HIM NOW!
THESE DOCK WORKERS ARE JUST COMING TO!
I WONDER WHO HE IS -- AND HOW HE FIGURES IN ALL THIS?
WELL, IT LOOKS AS THOUGH ALL I GOT FOR MY PAINS WAS A LOT OF EXERCISE!
OKAY, PATCH--WE WON'T BE NEEDING YOU ANY MORE!
I SHOULD HAVE TRIED TO SNAP MY PICTURES SOONER! J. J. J. ISN'T ABOUT TO PAY ME ANYTHING FOR SOME SHOTS OF A DUMPY DOCK WITH A FEW POLICEMAN STANDING AROUND!
RATS! THIS JUST ISN'T MY WEEK!


THE ONLY GOOD THING THAT HAPPENED IS THAT I STOPPED THEM FROM STEALING WHATEVER THEY WERE AFTER...
...AND THE DEVICE I RIGGED UP TO OUTWIT THEIR GAS GUNS REALLY WORKED!
MY DRY CHEMICAL FILTER SUCCEEDED IN NEUTRALIZING THE GAS AND MAKING IT SAFE TO BREATHE!
I SURE AM GLAD I DECIDED TO MAJOR IN SCIENCE -- WHAT WOULD I DO WITHOUT IT?
WELL, I CAN ALWAYS PAT MYSELF ON THE BACK LATER! RIGHT NOW, I'D BETTER START HUNTING FOR SOME MORE NEWS PHOTOS!
AND, IF I FIND ANY, I HOPE I REMEMBER TO SNAP 'EM NEXT TIME!
MEANWHILE, IN A FANTASTIC EDIFICE WHOSE PRESENCE UNDER THE RIVER IS STILL UNSUSPECTED BY ANY SAVE THE MASTER PLANNER'S MEN...
SPIDER-MAN'S INTERFERENCE HAS CAUSED ME TO LOSE PRECIOUS TIME! I COULD HAVE USED THAT SHIP'S CARGO FOR MY RESEARCH ON RADIATION EFFECTS!
IF MY RAY CONTINUES TO FUNCTION WELL AND I CAN UNLOCK THE HIDDEN SECRETS OF ATOMIC RADIATION, I SHALL BE ABLE TO RULE THE WORLD IN TIME!
BUT, I SHALL TOLERATE NO FURTHER MEDDLING BY SPIDER-MAN! EVEN HE HAS NOT THE POWER TO STOP ME!
THOUGH HE AND I HAVE MET BEFORE, IF HE CROSSES MY PATH AGAIN, OUR NEXT ENCOUNTER WILL BE HIS LAST!
AND, AT THAT MOMENT, IN THE LABORATORY WHERE MAY PARKER'S TESTS ARE BEING STUDIED...
ARE YOU CERTAIN? PERHAPS THERE HAS BEEN A MISTAKE!
NO! IT'S JUST WISHFUL THINKING ON YOUR PART!
BUT, BEFORE WE TELL HER THE NEWS, RERUN THE TEST JUST ONCE MORE!
VERY WELL, BUT THE RESULTS ARE SURE TO BE THE SAME! ALL THE EVIDENCE POINTS TO THE SAME INESCAPABLE CONCLUSION...
...THE POOR WOMAN CAN'T LAST MUCH LONGER!
NEXT ISSUE: WE SHALL LEARN THE FATE OF PETER PARKER'S AUNT MAY, AS WELL AS THE IDENTITY OF -- THE MASTER PLANNER! BECAUSE YOU'RE OUR KIND OF READER, WE OFFER THIS ADMONISHMENT -- YOU MUST NOT MISS IT! 'NUFF SAID!
20

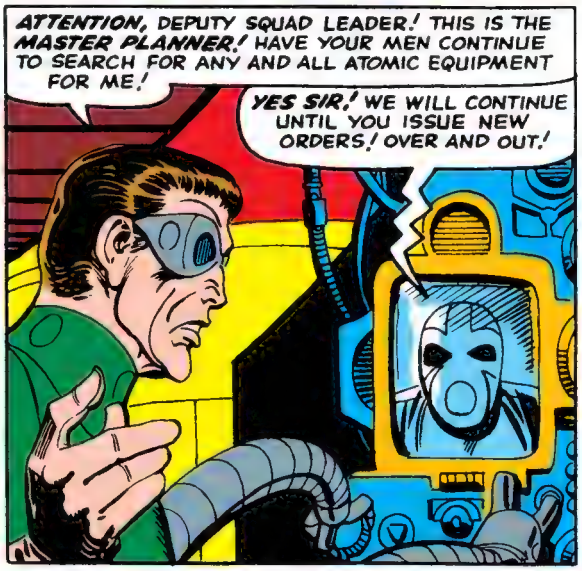
the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP
32 JAN
IND.
WITH HIS AUNT MAY GRAVELY ILL IN THE HOSPITAL, SPIDER-MAN FIGHTS AS NEVER BEFORE!
"MAN ON A RAMPAGE!"


THE AMAZING SPIDER-MAN!
PREPARE YOURSELF FOR A STARTLING SURPRISE! YOU AND SPIDEY ARE ABOUT TO MEET ONE OF HIS MOST POWERFUL FORMER FOES, AS THE TEEN-AGE WEB-SPINNER PLUNGES INTO BATTLE, WITH EVERY TICK OF THE CLOCK BRINGING HIM CLOSER TO -- DEFEAT!
UNDER THE SEA IT STANDS--THE HIDDEN HEADQUARTERS OF THE MASTER PLANNER, WHOSE BAND OF STRANGELY-GARBED CRIMINALS WE MET LAST ISH! LET'S LISTEN IN...
AM I ALWAYS TO BE PLAGUED BY THAT SNIVELLING SPIDER-MAN?!! IF NOT FOR HIS ACCURSED INTERFERENCE*, I WOULD NOW POSSESS THE RADIO-ACTIVE MATERIAL I SO DESPERATELY NEED!
BUT, HE'LL NEVER RUIN MY PLANS AGAIN! HIS NEXT ATTEMPT WILL BE HIS LAST!
*SHOWN, IN ALL ITS GLORY, LAST ISH! REMEMBER? -- STAN.
"MAN ON A RAMPAGE!"
SCRIPT & EDITING BY: STAN LEE
PLOT & ILLUSTRATION BY: STEVE DITKO
LETTERING & KIBITZING BY: ARTIE SIMEK

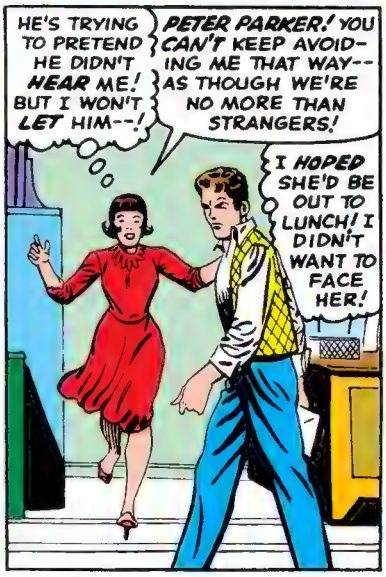

MY EXPERIMENTS ARE ALMOST COMPLETE! I AM CLOSE TO THE MASTERY OF LINGERING RADIATION!
AND STILL MY SECRET IS SAFE! NO ONE KNOWS WHO THE MASTER PLANNER REALLY IS!


IT WAS RADIATION THAT CHANGED MY ENTIRE LIFE--THAT CAUSED ME TO BECOME WHAT I AM TODAY!
AND, THANKS TO RADIATION, THE WORLD WILL SOON AGAIN BE MENACED BY--

DR. OCTOPUS, ONE OF THE MOST POWERFUL, MOST FEARED HUMAN BEINGS ALIVE!
AND, IF I CAN LEARN TO CONTROL RADIATION, THERE IS NO LIMIT TO THE ADDITIONAL POWERS I COULD GAIN FOR MYSELF--AND FOR ANY OTHERS I MAY CHOOSE!


ATTENTION, DEPUTY SQUAD LEADER! THIS IS THE MASTER PLANNER! HAVE YOUR MEN CONTINUE TO SEARCH FOR ANY AND ALL ATOMIC EQUIPMENT FOR ME!
YES SIR! WE WILL CONTINUE UNTIL YOU ISSUE NEW ORDERS! OVER AND OUT!

WHILE, ON THE SURFACE, AS PETER PARKER WALKS THRU THE PRESS ROOM OF THE DAILY BUGLE...
I WAS HOPING PETER WOULD SHOW UP! I SIMPLY HAVE TO SPEAK TO HIM!
PETER! WAIT A MOMENT! I WANT TO TALK TO YOU!


HE'S TRYING TO PRETEND HE DIDN'T HEAR ME! BUT I WON'T LET HIM--!
PETER PARKER! YOU CAN'T KEEP AVOIDING ME THAT WAY--AS THOUGH WE'RE NO MORE THAN STRANGERS!
I HOPED SHE'D BE OUT TO LUNCH! I DIDN'T WANT TO FACE HER!

YOU MUST TELL ME WHAT'S WRONG! WHAT HAVE I SAID--OR DONE--?
HOW CAN I TELL HER THE TRUTH? SHE THINKS SHE LOVES ME --BUT IF SHE EVER FOUND OUT I'M SPIDER-MAN, SHE'D DROP ME LIKE A HOT POTATO!
2

AND THEN, NED LEEDS, THE YOUNG REPORTER WHO HAS ASKED BETTY BRANT TO MARRY HIM, ENTERS THE SCENE...
PETER, YOU'RE NOT BEING FAIR TO BETTY! SHE DESERVES AN ANSWER FROM YOU!
NED, PLEASE DON'T INTERFERE!
NOW'S MY CHANCE TO MAKE HER ANGRY AT ME!
BUTT OUT, CREEP! I DON'T OWE BETTY ANYTHING! WE HAD A FEW LAUGHS TOGETHER, THAT'S ALL! MAYBE I'VE OUTGROWN HER!
PETER--!
WHAT'S GOTTEN INTO YOU, FELLA? YOU SOUND--DIFFERENT!
IT'S EASY FOR HIM TO BE CALM! HE DOESN'T LOVE A GIRL WHO'D HATE HIM IF SHE LEARNED ABOUT HIS SECRET IDENTITY!
I'VE GOT TO MAKE HER HATE ME! A CLEAN BREAK IS THE BEST THING FOR ALL OF US!
LOOK, PARKER, WHY DON'T WE TALK THIS OVER CALMLY?
HANDS OFF, LEEDS! I'VE MORE IMPORTANT THINGS TO DO!
BUT YOU KNOW HOW I FEEL ABOUT BETTY! IF YOU'RE NOT INTERESTED, WHY DON'T YOU JUST SAY SO, AND--
PETER! STOP IT!
I'M SICK OF PEOPLE TRYING TO TELL ME WHAT TO DO! NOW GET LOST!
UHHHH!
THUMP!
AND, ON THE OTHER SIDE OF THE DOOR, WE FIND...
WHAT IN BLAZES IS GOING ON OUT THERE?!
THUMP!
SORRY, MR. JAMESON! I GUESS I JUST GOT CARRIED AWAY!
PARKER! I NEVER THOUGHT OF YOU AS THE VIOLENT TYPE! WHAT ARE YOU DOING HERE, ANYWAY?
I -EH- BROUGHT YOU SOME NEWS PHOTOS!
THAT'S THAT! BETTY MUST DESPISE ME NOW! NEVER KNOWING HOW MUCH I REALLY LOVE HER--OR HOW MUCH TOUGHER THIS IS FOR ME!
AFTER ALL, SHE'LL PROBABLY END UP MARRYING NED AND FORGET ABOUT ME!
BUT, I'LL CARRY A TORCH--FOREVER!
ALL RIGHT--LET'S SEE THE PHOTOS!
YOU CALL THESE NEWS PHOTOS?? JUST A FEW SHOTS OF SOME STRIKERS PICKETING A DEPARTMENT STORE! YOU'RE SLIPPING, PARKER!
I KNOW IT! WITH AUNT MAY IN THE HOSPITAL, I HAVEN'T BEEN ABLE TO DO ANYTHING RIGHT!
CAN'T USE 'EM! DON'T WASTE MY TIME UNLESS YOU HAVE SOMETHING GOOD!
YOU OLD SKINFLINT! YOU'VE FORGOTTEN ALL THE GREAT EXCLUSIVES I GAVE YOU IN THE PAST!
DON'T JUST STAND THERE! THIS ISN'T VISITORS' DAY! GOODBYE!
3

BUT, AS THE ANGUISHED YOUTH TURNS TO LEAVE...

YOUR LITTLE ROUTINE DIDN'T FOOL *ME* ONE BIT, PETER PARKER! I KNOW YOU TOO WELL NOT TO REALIZE YOU'RE JUST PUTTING ON AN *ACT* FOR MY BENEFIT!

THINK WHAT YOU *WANT* TO! IT'S YOUR PRIVILEGE!

PETER, LISTEN--WHATEVER IS BOTHERING YOU WHY WON'T YOU *TELL* ME? PERHAPS WE CAN WORK IT OUT TOGETHER!

SURE! I CAN *SEE* HER WORKING OUT THE FACT THAT I HAPPEN TO BE *SPIDER-MAN!*

FORGET IT! *NOTHING'S* BOTHERING ME! I'M HAPPY AS A LARK!

MAYBE IT *WOULD* MAKE ME FEEL BETTER TO TELL HER THE *TRUTH* ABOUT ME! BUT, I'D BE SURE TO LOSE HER, ANYWAY--AND THEN *SHE'D* BE BURDENED WITH MY SECRET, ALSO!

I LOVE HER TOO MUCH TO GIVE HER THAT EXTRA WORRY!

HAVE I BEEN *WRONG* ABOUT HIM?? CAN IT BE THAT HE *DOESN'T* CARE FOR ME??

BUT, EVEN HIS TORTURED THOUGHTS OF BETTY BRANT ARE DRIVEN FROM HIS MIND AS PETER REACHES THE HOSPITAL WHERE AUNT MAY IS ON THE CRITICAL LIST...

SHE'S TOO WEAK TO RECEIVE VISITORS NOW, MR. PARKER--BUT THE *DOCTOR* LEFT WORD HE'D LIKE TO SEE YOU!

HE *WOULD?* OH, SURE--I'LL GO AT ONCE!

HE MUST HAVE HER REPORTS BACK!

AND SO... YES, SON--WE *KNOW* WHAT'S WRONG WITH YOUR AUNT--BUT IT'S STILL A VERY PUZZLING CASE!

WHY, SIR?? WHAT'S SO PUZZLING ABOUT IT?

WE CANNOT UNDERSTAND WHAT *CAUSED* THE MALADY!

IN SOME MYSTERIOUS WAY, MRS. PARKER ABSORBED A *RADIOACTIVE PARTICLE* INTO HER BLOOD! AND WE'RE UNABLE TO GET IT *OUT!*

RADIOACTIVITY IN HER BLOOD STREAM?!!

IT MUST BE *MY* FAULT! *I'M* THE ONE RESPONSIBLE!

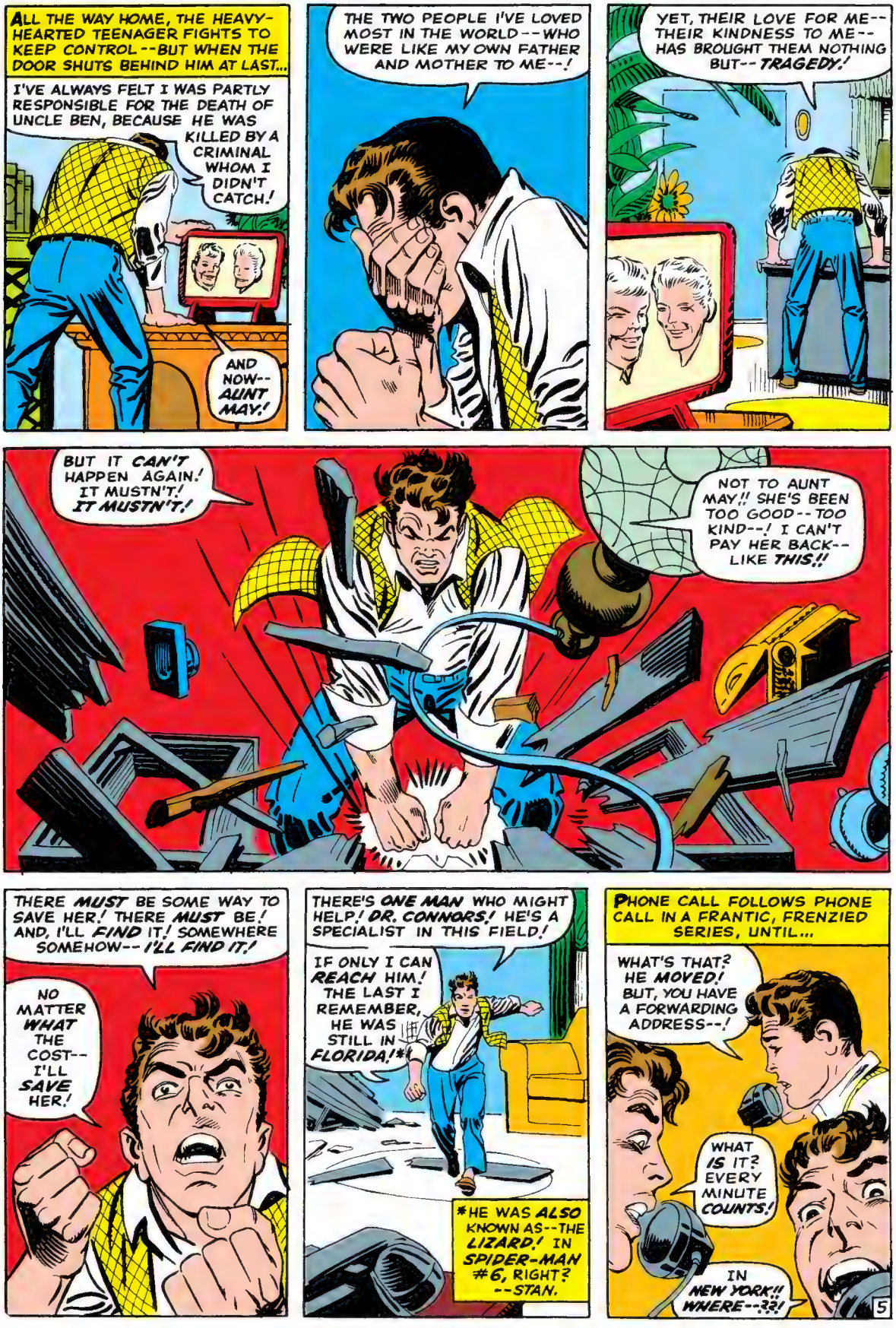
IT MUST HAVE HAPPENED THAT TIME SHE NEEDED A BLOOD TRANSFUSION--AND I DONATED *MY* BLOOD!*

SOME OF THE VERY RADIOACTIVITY WHICH TRANSFORMED ME TO *SPIDER-MAN* MUST HAVE GOTTEN INTO HER BLOOD STREAM! ONLY, IN *HER* CASE, IT'S PROVING *HARMFUL!*

*A NO-PRIZE TO THE FIRST SPIDEY FAN WHO TELLS US WHAT ISH THIS OCCURRED IN!
--FORGETFUL STAN!

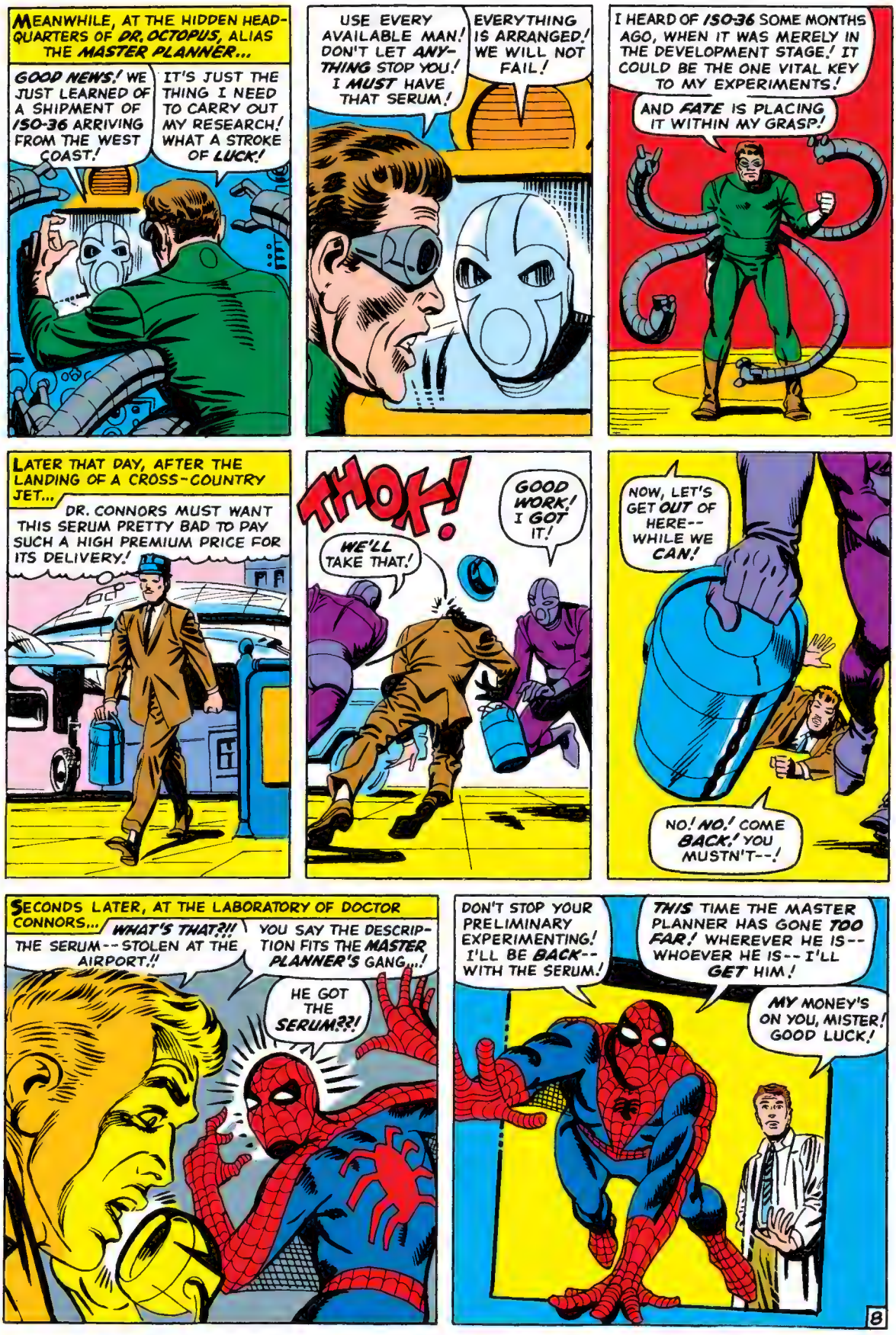
WE DON'T REALLY KNOW HOW TO *CONTROL* IT, SON! BUT, REST ASSURED, WE'LL DO EVERYTHING WE CAN--ALTHOUGH I CANNOT HOLD OUT MUCH HOPE!

THANKS, DOCTOR! I-I APPRECIATE YOUR *LEVELLING* WITH ME!

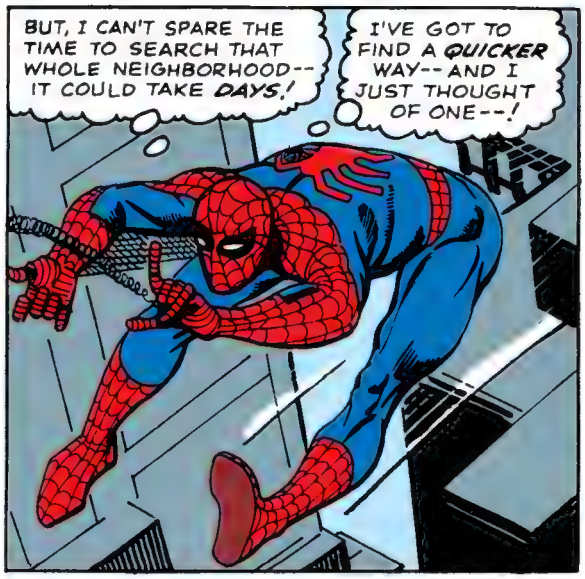

ALL THE WAY HOME, THE HEAVY-HEARTED TEENAGER FIGHTS TO KEEP CONTROL--BUT WHEN THE DOOR SHUTS BEHIND HIM AT LAST...
I'VE ALWAYS FELT I WAS PARTLY RESPONSIBLE FOR THE DEATH OF UNCLE BEN, BECAUSE HE WAS KILLED BY A CRIMINAL WHOM I DIDN'T CATCH!
AND NOW--AUNT MAY!
THE TWO PEOPLE I'VE LOVED MOST IN THE WORLD--WHO WERE LIKE MY OWN FATHER AND MOTHER TO ME--!
YET, THEIR LOVE FOR ME--THEIR KINDNESS TO ME--HAS BROUGHT THEM NOTHING BUT--TRAGEDY!
BUT IT CAN'T HAPPEN AGAIN! IT MUSTN'T! IT MUSTN'T!
NOT TO AUNT MAY!! SHE'S BEEN TOO GOOD--TOO KIND--! I CAN'T PAY HER BACK--LIKE THIS!!
THERE MUST BE SOME WAY TO SAVE HER! THERE MUST BE! AND, I'LL FIND IT! SOMEWHERE SOMEHOW--I'LL FIND IT!
NO MATTER WHAT THE COST--I'LL SAVE HER!
THERE'S ONE MAN WHO MIGHT HELP! DR. CONNORS! HE'S A SPECIALIST IN THIS FIELD!
IF ONLY I CAN REACH HIM! THE LAST I REMEMBER, HE WAS STILL IN FLORIDA!*
*HE WAS ALSO KNOWN AS--THE LIZARD! IN SPIDER-MAN #6, RIGHT? --STAN.
PHONE CALL FOLLOWS PHONE CALL IN A FRANTIC, FRENZIED SERIES, UNTIL...
WHAT'S THAT? HE MOVED! BUT, YOU HAVE A FORWARDING ADDRESS--!
WHAT IS IT? EVERY MINUTE COUNTS!
IN NEW YORK!! WHERE--??!
5

LATER, AT THE HOSPITAL LAB...
THERE IS WHAT I'M AFTER! CONNORS CAN'T HELP ME WITHOUT IT!
GOT IT! THE TEST TUBE CONTAINING AUNT MAY'S BLOOD SAMPLE!
NOW TO RUSH IT TO DOCTOR CONNORS AS FAST AS POSSIBLE!
AND, AFTER A DAZZLING, SPIDER-SWIFT JOURNEY OVER THE CITY'S ROOFTOPS...
DR. CONNORS! I NEED YOUR HELP! DO YOU REMEMBER ME?
SPIDER-MAN! HOW COULD I EVER FORGET YOU? WITHOUT YOUR AID, I'D STILL BE A CREATURE OF THE SWAMPS --FEARED AND HUNTED BY MY FELLOW MEN!
ASK ME ANYTHING! IF IT'S WITHIN MY POWER, I'LL DO IT FOR YOU!
A--FRIEND OF MINE-- HAS BEEN STRICKEN WITH RADIOACTIVITY OF THE BLOOD!
DO YOU REMEMBER THE RESEARCH WHICH GAVE YOU LIZARD CHARACTERISTICS? COULD YOU USE THAT KNOWLEDGE TO HELP MY FRIEND!
I CANNOT PROMISE YOU SUCCESS! THERE IS STILL SO MUCH SCIENCE DOESN'T KNOW!
BUT-- YOU'LL TRY!??
OF COURSE I WILL!
I'VE READ OF A NEW SERUM, CREATED ON THE WEST COAST-- CALLED 150-36! IF IT IS AS POTENT AS CLAIMED, IT MIGHT HELP US GREATLY!
THEN ORDER IT! YOU MUST LEAVE NO STONE UNTURNED!
DON'T WORRY ABOUT THE COST! I'LL RETURN WITH ENOUGH EXPENSE MONEY!
VERY WELL! I'LL PHONE THE COAST AND TRY TO OBTAIN SOME IMMEDIATELY! I WON'T FAIL YOU, SPIDER-MAN!
6

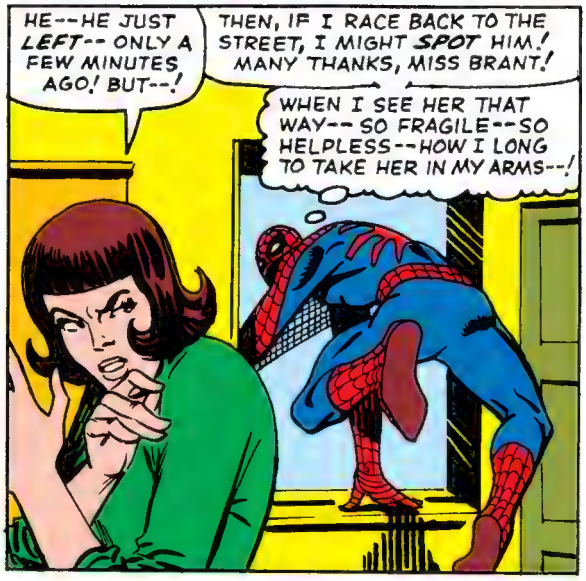
MINUTES LATER...
THIS IS EVERYTHING I OWN THAT MIGHT BE OF VALUE! ALL THE SCIENTIFIC EQUIPMENT I'VE WORKED SO HARD TO BUY...!
BUT, IF IT'LL HELP SAVE AUNT MAY--IT'S WORTH IT!
YOU MEAN YOU WANT TO PAWN ALL THESE THINGS? YOUR MICROSCOPE--LAB ANALYSIS MATERIAL--?
EVERYTHING! I NEED ALL THE MONEY I CAN GET!
HE DOESN'T LOOK LIKE THE TYPE WHO'D GET INTO HEAVY DEBT... BUT YOU NEVER CAN TELL!
THIS, PLUS THE MONEY I TOOK FROM THE BANK, OUGHT TO BE ENOUGH FOR CONNORS!
AND SO...
I'VE GOT THE MONEY! WERE YOU ABLE TO ORDER THE ISO-36?
YES! IT'S BEING FLOWN OUT HERE ON A SPECIAL SHIPMENT! ALL THEY HAD IN STOCK!
NOW LET ME HELP YOU WITH THE LABORATORY PART OF YOUR WORK! I KNOW THERE'S A LOT OF PREPARATION NEEDED, FOR WHEN THE SERUM ARRIVES!
YOU HANDLE THAT APPARATUS LIKE A PRO! I SUSPECT YOU'RE NOT A FULL-TIME SPIDER-MAN!
WELL, I'VE HAD SOME LITTLE TRAINING IN SCIENCE! BUT IT'S GOING TO TAKE YOUR SKILL TO SAVE MY--
-EH?--MY FRIEND!
WITH LUCK, WHEN THE SERUM ARRIVES, WE MIGHT BE ABLE TO NEUTRALIZE OR ELIMINATE THE BLOOD DETERIORATION!
WHAT IF IT DOESN'T WORK? DO YOU KNOW OF ANY OTHER ALTERNATIVES? OR, IS THIS OUR ONLY HOPE?
LET'S NOT THINK OF THAT NOW! WE'VE GOT TO SEE THAT IT DOES WORK!
I HOPE THE SERUM REACHES US SOON!
7


MEANWHILE, AT THE HIDDEN HEADQUARTERS OF DR. OCTOPUS, ALIAS THE MASTER PLANNER...
GOOD NEWS! WE JUST LEARNED OF A SHIPMENT OF ISO-36 ARRIVING FROM THE WEST COAST!
IT'S JUST THE THING I NEED TO CARRY OUT MY RESEARCH! WHAT A STROKE OF LUCK!
USE EVERY AVAILABLE MAN! DON'T LET ANYTHING STOP YOU! I MUST HAVE THAT SERUM!
EVERYTHING IS ARRANGED! WE WILL NOT FAIL!
I HEARD OF ISO-36 SOME MONTHS AGO, WHEN IT WAS MERELY IN THE DEVELOPMENT STAGE! IT COULD BE THE ONE VITAL KEY TO MY EXPERIMENTS!
AND FATE IS PLACING IT WITHIN MY GRASP!
LATER THAT DAY, AFTER THE LANDING OF A CROSS-COUNTRY JET...
DR. CONNORS MUST WANT THIS SERUM PRETTY BAD TO PAY SUCH A HIGH PREMIUM PRICE FOR ITS DELIVERY!
THOK!
WE'LL TAKE THAT!
GOOD WORK! I GOT IT!
NOW, LET'S GET OUT OF HERE-- WHILE WE CAN!
NO! NO! COME BACK! YOU MUSTN'T--!
SECONDS LATER, AT THE LABORATORY OF DOCTOR CONNORS...
WHAT'S THAT?!! THE SERUM--STOLEN AT THE AIRPORT!!
YOU SAY THE DESCRIPTION FITS THE MASTER PLANNER'S GANG...!
HE GOT THE SERUM?!!
DON'T STOP YOUR PRELIMINARY EXPERIMENTING! I'LL BE BACK-- WITH THE SERUM!
THIS TIME THE MASTER PLANNER HAS GONE TOO FAR! WHEREVER HE IS-- WHOEVER HE IS-- I'LL GET HIM!
MY MONEY'S ON YOU, MISTER! GOOD LUCK!
8

EACH OF MY LAST TWO BATTLES WITH THE PLANNER'S GANG WERE IN THE VICINITY OF THE *WATERFRONT!*
SO HIS HIDEOUT MUST BE SOMEWHERE IN THAT AREA!


BUT, I CAN'T SPARE THE TIME TO SEARCH THAT WHOLE NEIGHBORHOOD-- IT COULD TAKE *DAYS!*
I'VE GOT TO FIND A *QUICKER* WAY-- AND I JUST THOUGHT OF ONE--!

OHHHH--!
I DIDN'T MEAN TO FRIGHTEN BETTY, BUT I CAN'T STOP NOW!
DON'T BE ALARMED! I'M LOOKING FOR *FREDERICK FOSWELL!*


HE--HE JUST *LEFT*-- ONLY A FEW MINUTES AGO! BUT--!
THEN, IF I RACE BACK TO THE STREET, I MIGHT *SPOT* HIM! MANY THANKS, MISS BRANT!
WHEN I SEE HER THAT WAY-- SO FRAGILE--SO HELPLESS--HOW I LONG TO TAKE HER IN MY ARMS--!

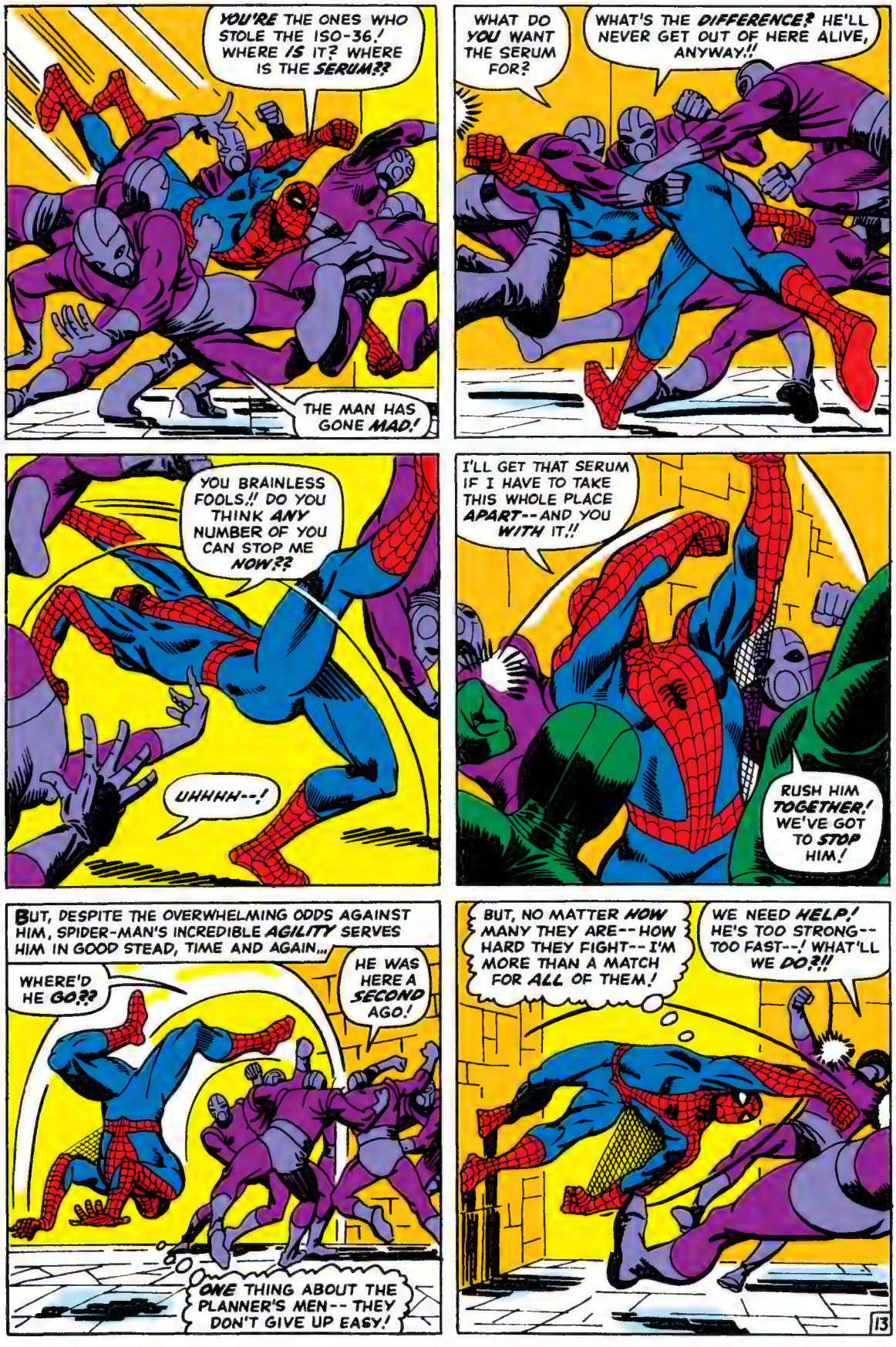
BUT, THIS IS NO TIME TO THINK OF BETTY!
THERE'S THE ONE I'M AFTER--!

LET YOURSELF GO LIMP-- DON'T TENSE UP! YOU'RE IN NO DANGER! I WON'T HARM YOU!
SPIDER-MAN! IN BROAD *DAYLIGHT!*

EVEN THOUGH I FOUGHT YOU YEARS AGO WHEN YOU WERE A GANG BOSS, YOU'VE NOTHING TO FEAR FROM ME *NOW*, SINCE YOU'VE GONE LEGIT AS A REPORTER FOR THE *BUGLE*!
BUT I'M AFTER THE *MASTER PLANNER*, AND YOU PROBABLY STILL HAVE SOME UNDERWORLD CONTACTS THAT MIGHT KNOW WHERE TO *FIND* HIM! HELP ME, AND I'LL GIVE YOU A *SCOOP* WHEN I'VE NABBED HIM!
REMEMBER, I CAN BE A GOOD FRIEND--OR A *BAD ENEMY*! THE CHOICE IS YOURS! I'LL CONTACT YOU LATER!
BUT THIS IS ONLY THE *BEGINNING*! I'M NOT GONNA TWIDDLE MY THUMBS WAITING FOR *FOSWELL* TO LEARN SOMETHING!
AND, IN THE HOURS THAT FOLLOW, THE AMAZING CRIMEBUSTER INVADES EVERY UNDERWORLD HAUNT HE CAN FIND...
I WANT INFO ON THE MASTER PLANNER--AND I WANT IT *NOW*!
CRASH
IT'S SPIDER-MAN! GET 'IM!
I HAVEN'T TIME TO WASTE ON YOU, HEAR? *TALK*, AND TALK *FAST*!
LOOK OUT! HE'S FIGHTIN' MAD!
BOK!
WAF
YOU *BET* I AM--AND I'LL FIND OUT WHAT I WANT TO KNOW IF I HAVE TO TEAR THIS PLACE *APART*!
BUT, AS THE HOURS WEAR ON, THE ANSWER IS ALWAYS THE SAME...
HONEST! WE DON'T *KNOW* WHERE HE IS! ONLY HIS OWN GANG KNOWS HIS HIDEOUT!
HE'S TELLING THE TRUTH! HE'S TOO *SCARED* TO LIE!
BUT I DON'T DARE GIVE UP! I *MUST* GET THAT SERUM!
10

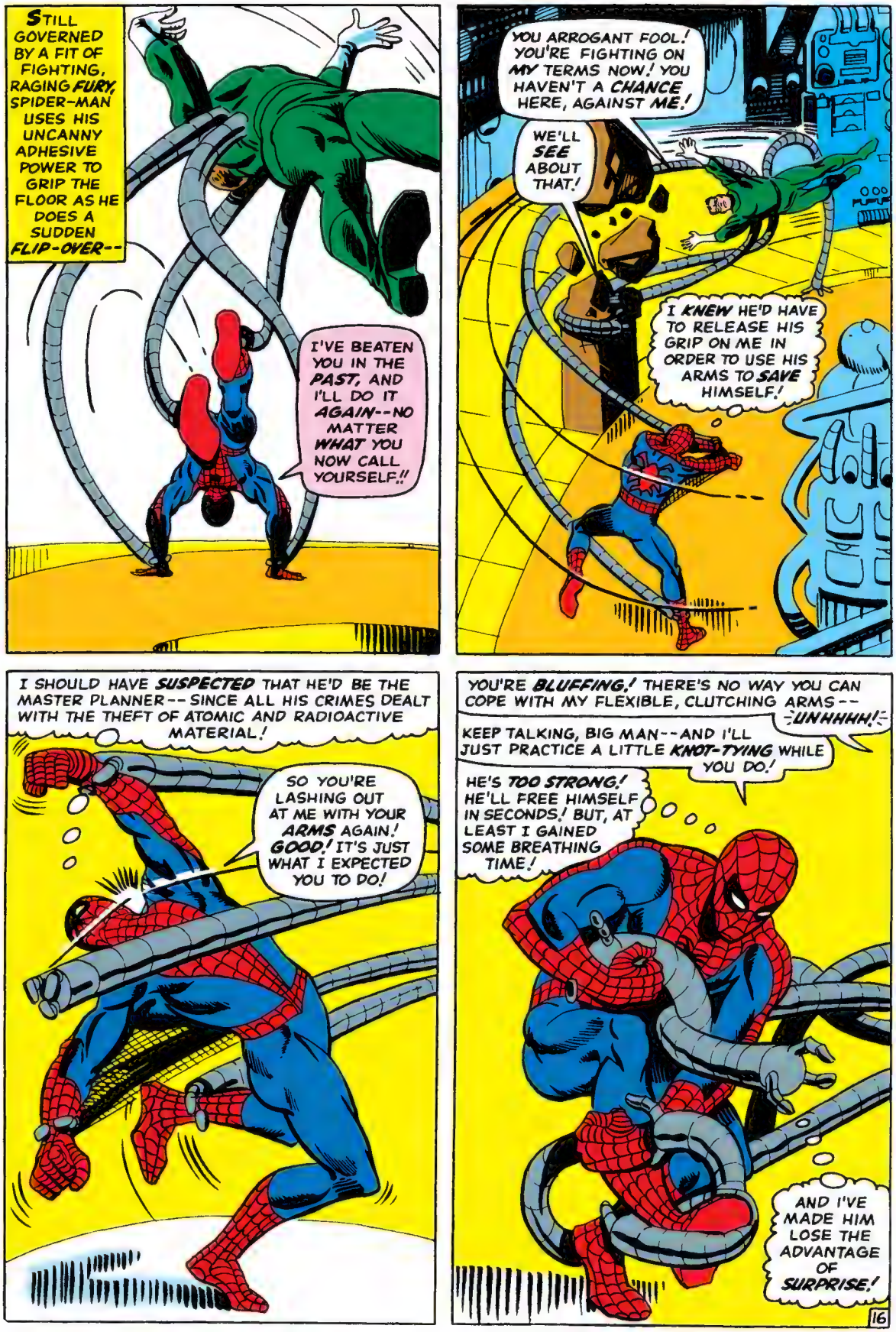
MEANWHILE, AT THE HOSPITAL...
I WAS AFRAID OF THIS! SHE'S GETTING WEAKER--SLIPPING INTO A COMA...
AND THERE IS NOTHING MORE THAT WE CAN DO FOR HER!
SHE IS PUTTING UP A VALIANT FIGHT--SHE HAS A TREMENDOUS WILL TO LIVE!
BUT NOW, HER FATE IS IN THE HANDS OF A POWER FAR GREATER THAN OURS!
AND, IN ANOTHER PART OF THE CITY, SPIDER-MAN CARRIES ON THE FIGHT AS ONLY HE CAN--!
A HOT CAR RING! MAYBE THEY KNOW SOMETHING ABOUT THE MASTER PLANNER!
IT'S SPIDER-MAN! LET'S GET OUTTA HERE!
I HEARD THAT HE'S BEEN TEARIN' UP THE CITY LATELY! BUT--WHY??
HOLD IT! NOBODY LEAVES UNTIL I SAY SO!! THAT MEANS NOBODY!
CRASH!
H-HE RIPPED OUT THE WHOLE BLAMED STAIRCASE!!
GET BACK DOWN THERE! I'VE GOT SOME QUESTIONS --AND YOU BETTER HAVE THE ANSWERS!
SKRAKK
AND DROP THOSE GUNS BEFORE I REALLY GET MAD!! I'M THRU TREATING YOU PUNKS WITH KID GLOVES!
M-MAYBE WE BETTER DO LIKE HE SAYS?!!
I HEAR YA TALKIN', CHARLIE!

BUT, AFTER LONG MINUTES OF RELENTLESS QUESTIONING...
IT'S NO USE! THESE DIME-A-DOZEN CROOKS DON'T KNOW ANY MORE ABOUT THE MASTER PLANNER THAN I DO!
WHILE, IN HIS LAB, DR. CONNORS DOES SOME SOUL SEARCHING OF HIS OWN...
EVEN IF SPIDER-MAN DOES BRING ME THE SERUM, WE STILL CAN'T BE SURE IT WILL BE SUCCESSFUL!
THERE'S NO WAY OF KNOWING WHETHER IT WILL ASSIMILATE WITH MY OWN POTION UNTIL WE TRY IT!
AND SO, THE SECONDS FATEFULLY TICK BY, UNTIL...
BLAST IT! ANOTHER BLIND ALLEY! THIS PLACE IS DESERTED!
I'M RAPIDLY RUNNING OUT OF PLACES TO SEARCH!
NO! WAIT! MY SPIDER SENSE IS REACTING TO SOMETHING--!
SOMETHING UNDER THE FLOOR HAS CAUSED THE REACTION! IT MIGHT BE A TRAP DOOR!
IT IS! I CAN SENSE THE RELEASE MECHANISM!
VOICES! THERE'S SOMEBODY BELOW ME!
WHAT HAVE I STUMBLED ONTO THIS TIME?
AND THEN, THE ELATED WEB-SPINNER SEES--
THE MASTER PLANNER'S MEN!! I'VE FOUND THEM!
IT'S SPIDER-MAN!!
LOOK! UP ABOVE!!
12


YOU'RE THE ONES WHO STOLE THE ISO-36! WHERE IS IT? WHERE IS THE SERUM??
THE MAN HAS GONE MAD!
WHAT DO YOU WANT THE SERUM FOR?
WHAT'S THE DIFFERENCE? HE'LL NEVER GET OUT OF HERE ALIVE, ANYWAY!!
YOU BRAINLESS FOOLS!! DO YOU THINK ANY NUMBER OF YOU CAN STOP ME NOW??
UHHHH--!
I'LL GET THAT SERUM IF I HAVE TO TAKE THIS WHOLE PLACE APART--AND YOU WITH IT!!
RUSH HIM TOGETHER! WE'VE GOT TO STOP HIM!
BUT, DESPITE THE OVERWHELMING ODDS AGAINST HIM, SPIDER-MAN'S INCREDIBLE AGILITY SERVES HIM IN GOOD STEAD, TIME AND AGAIN...
WHERE'D HE GO??
HE WAS HERE A SECOND AGO!
ONE THING ABOUT THE PLANNER'S MEN--THEY DON'T GIVE UP EASY!
BUT, NO MATTER HOW MANY THEY ARE--HOW HARD THEY FIGHT--I'M MORE THAN A MATCH FOR ALL OF THEM!
WE NEED HELP! HE'S TOO STRONG--TOO FAST--! WHAT'LL WE DO?!!
13

REINFORCEMENTS! ONE OF THEM JUST CAME OUT OF THAT HIDDEN DOOR!
VER-RY INTERESTING--!
THAT MIGHT BE WHERE THEY'VE STASHED AWAY THE SERUM!
I'VE GOT TO GET INSIDE BEFORE THE DOOR CLOSES AGAIN!
SLAM
JUST MADE IT!
BUT, JUST OUTSIDE THE DOOR---
SPIDER-MAN IS ON HIS WAY THRU THE SECRET TUNNEL-- SEARCHING FOR OUR STOLEN SERUM!
GOOD! I COULDN'T HAVE PLANNED IT BETTER IF I TRIED!
A STROKE OF BLIND LUCK HAS GIVEN ME THE CHANCE TO DISPOSE OF SPIDER-MAN FOREVER!
AND, THE VIAL OF ISO-36 WILL SERVE AS BAIT IN THE LITTLE TRAP I SHALL SET FOR HIM!
SILENTLY, STEALTHILY, SPIDEY GETS CLOSER AND CLOSER TO THE HIDDEN UNDERSEA EDIFICE, UNTIL...
THE END OF THE TUNNEL! WHAT WILL I FIND IN THAT BUILDING BEYOND??
THE MASTER PLANNER MUST HAVE BEEN WARNED OF MY COMING--!
BUT, MY SPIDER-SENSE DETECTS NO ONE NEARBY!
ANYWAY-- I CAN'T STOP NOW!
14

A SPOTLIGHT-- SHINING ON THAT VIAL!
IT MUST BE THE STOLEN ISO-36--BUT IT LOOKS TOO TEMPTING--TOO EASY! IT MUST BE A TRAP!
THEN SUDDENLY, UNEXPECTEDLY, A SHARP, HIGH-VOLTAGE ELECTRIC SHOCK HITS THE SPIDER-POWERED CRUSADER WITH STAGGERING FORCE--!
-UNHHH!- EVERYTHING'S SPINNING! CAN'T HOLD ON! FALLING--!!
BUT, BEFORE THE DAZED, STRICKEN YOUTH CAN REACH THE GROUND, A HIDDEN DOOR SLIDES OPEN AS FOUR SUPER-POWERFUL LIVING TENTACLES LASH OUT--!
SO, SPIDER-MAN--WE MEET AGAIN! BUT, THIS TIME, ALAS, IT SHALL BE OUR FINAL ENCOUNTER! NEVER AGAIN WILL YOU INTERFERE WITH THE PLANS OF THOSE WHO ARE YOUR SUPERIOR!!
DOCTOR OCTOPUS!! THEN--IT'S YOU WHO ARE THE MASTER PLANNER!!
ONE OF MY STRONGEST FOES--AND YET, I MUST DEFEAT HIM--FOR THE SAKE OF AUNT MAY!


STILL GOVERNED BY A FIT OF FIGHTING, RAGING FURY, SPIDER-MAN USES HIS UNCANNY ADHESIVE POWER TO GRIP THE FLOOR AS HE DOES A SUDDEN FLIP-OVER--
I'VE BEATEN YOU IN THE PAST, AND I'LL DO IT AGAIN--NO MATTER WHAT YOU NOW CALL YOURSELF!!
YOU ARROGANT FOOL! YOU'RE FIGHTING ON MY TERMS NOW! YOU HAVEN'T A CHANCE HERE, AGAINST ME!
WE'LL SEE ABOUT THAT!
I KNEW HE'D HAVE TO RELEASE HIS GRIP ON ME IN ORDER TO USE HIS ARMS TO SAVE HIMSELF!
I SHOULD HAVE SUSPECTED THAT HE'D BE THE MASTER PLANNER-- SINCE ALL HIS CRIMES DEALT WITH THE THEFT OF ATOMIC AND RADIOACTIVE MATERIAL!
SO YOU'RE LASHING OUT AT ME WITH YOUR ARMS AGAIN! GOOD! IT'S JUST WHAT I EXPECTED YOU TO DO!
YOU'RE BLUFFING! THERE'S NO WAY YOU CAN COPE WITH MY FLEXIBLE, CLUTCHING ARMS--
-UNHHHH!-
KEEP TALKING, BIG MAN--AND I'LL JUST PRACTICE A LITTLE KNOT-TYING WHILE YOU DO!
HE'S TOO STRONG! HE'LL FREE HIMSELF IN SECONDS! BUT, AT LEAST I GAINED SOME BREATHING TIME!
AND I'VE MADE HIM LOSE THE ADVANTAGE OF SURPRISE!

THEN, AFTER DOC OCK HAS FREED HIMSELF, AS SPIDEY PREDICTED...
I NEVER SAW HIM FIGHT LIKE THAT! HE'S LIKE A TIGER!!
I'VE GOT TO KEEP HIM USING HIS ARMS--TO PROTECT HIMSELF!
FLIK
IF YOU EXPECT TO WRAP THOSE TIN TENTACLES OF YOURS AROUND ME AGAIN, FORGET IT!
I'M CALLING THE TUNE FROM HERE ON IN!
HE MUST BE BEATEN QUICKLY--DECISIVELY--SO I CAN GET THE SERUM TO CONNORS IN TIME!
THOK!
THERE'S NO WAY TO FIGHT HIM--NO WAY TO STOP HIM! HE'S LIKE A RAGING HUMAN DREADNAUGHT!! I'VE GOT TO ESCAPE!
YOU'RE NOT GETTING AWAY--THAT SERUM WILL BE MINE--AND YOU'RE MY SAFE PASSAGE OUT OF HERE!
KRAK!
YOU TOPPLED THE MAIN SUPPORT BEAM! THE CAST IRON UPPER LEVEL UNITS ARE COLLAPSING!
HE'S RIGHT!
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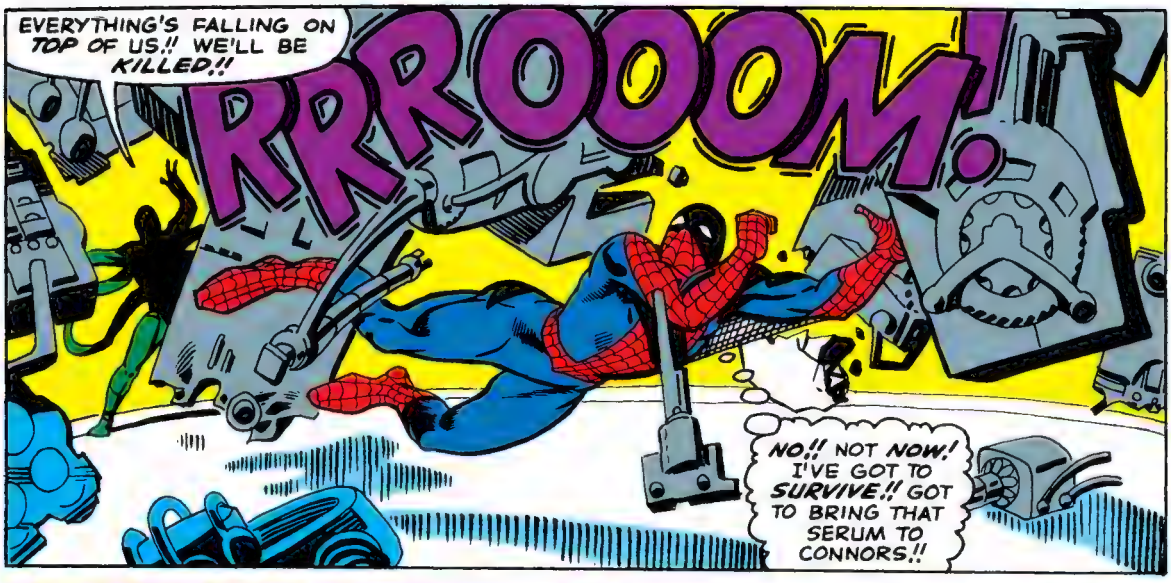
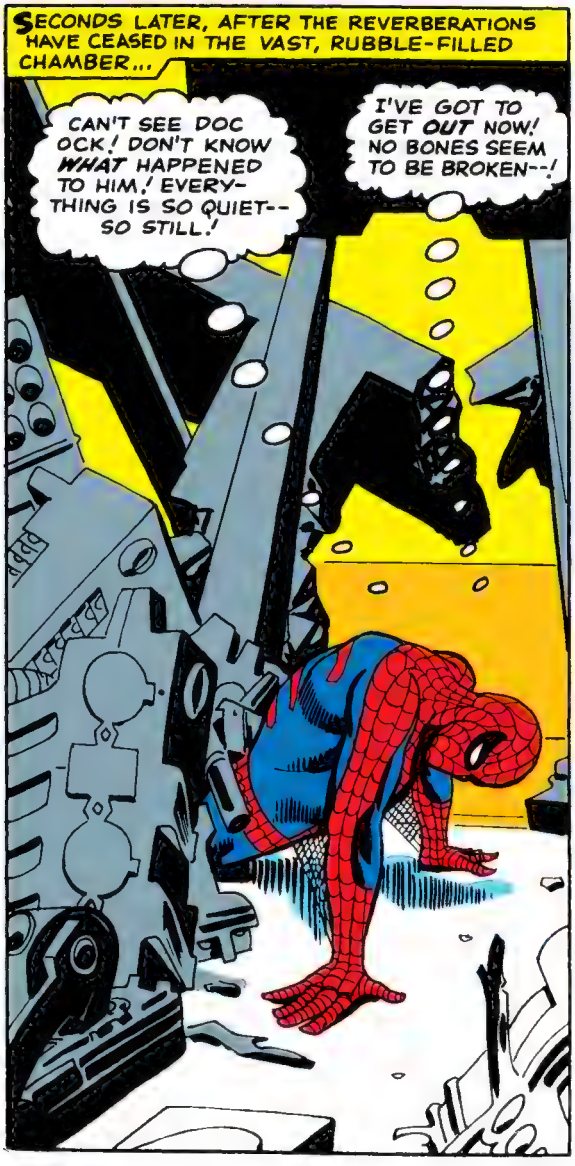
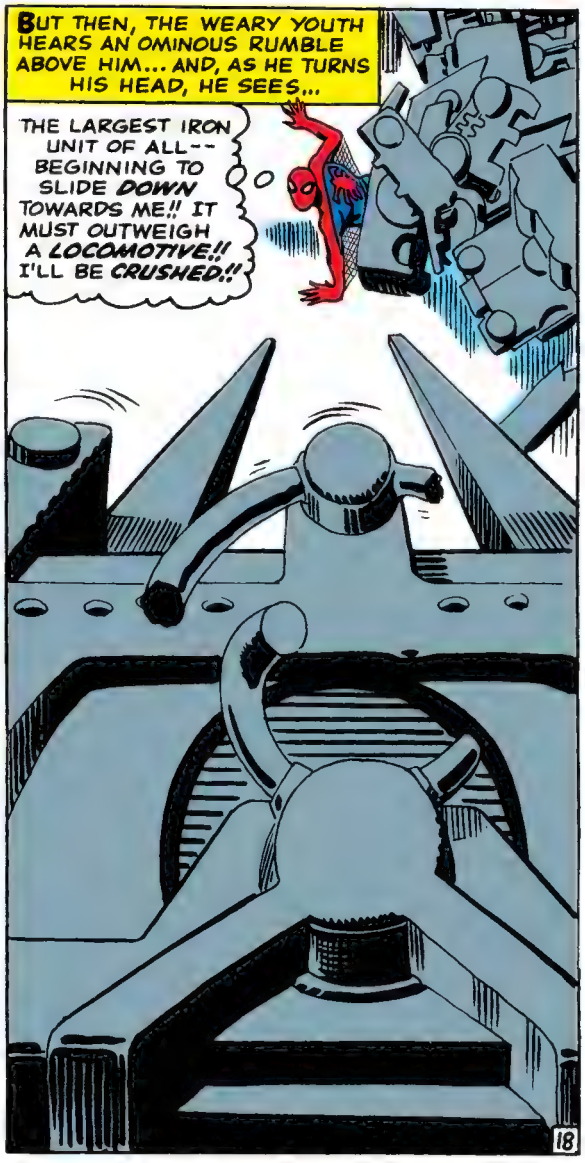

EVERYTHING'S FALLING ON TOP OF US!! WE'LL BE KILLED!!
RRROOOM!
NO!! NOT NOW! I'VE GOT TO SURVIVE!! GOT TO BRING THAT SERUM TO CONNORS!!


SECONDS LATER, AFTER THE REVERBERATIONS HAVE CEASED IN THE VAST, RUBBLE-FILLED CHAMBER...
CAN'T SEE DOC OCK! DON'T KNOW WHAT HAPPENED TO HIM! EVERYTHING IS SO QUIET--SO STILL!
I'VE GOT TO GET OUT NOW! NO BONES SEEM TO BE BROKEN--!


BUT THEN, THE WEARY YOUTH HEARS AN OMINOUS RUMBLE ABOVE HIM... AND, AS HE TURNS HIS HEAD, HE SEES...
THE LARGEST IRON UNIT OF ALL--BEGINNING TO SLIDE DOWN TOWARDS ME!! IT MUST OUTWEIGH A LOCOMOTIVE!! I'LL BE CRUSHED!!

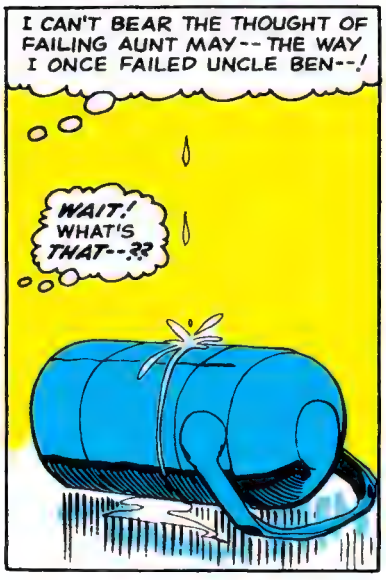
I CAN'T STOP IT--BUT, MAYBE I CAN SLOW IT DOWN WITH MY WEBBING!!

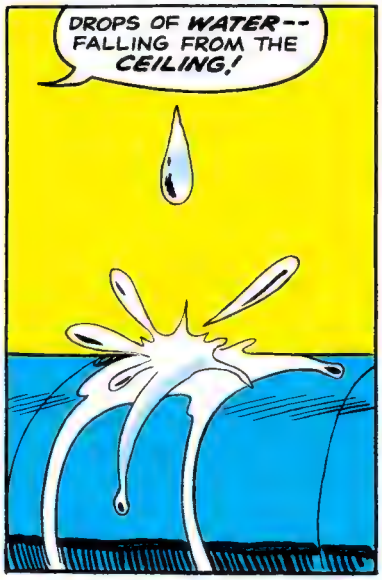
IT'S NO USE! IT'S LIKE TRYING TO STOP A BATTLESHIP WITH A SLINGSHOT!!
I-I CAN'T GET OUT OF THE WAY IN TIME--!

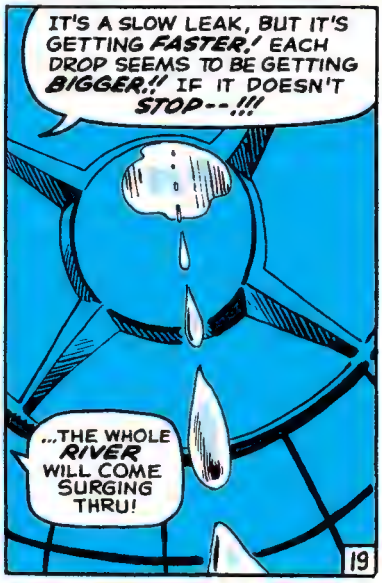
BUT, BY TWISTING AND TURNING CAREFULLY, I MIGHT PLACE MYSELF UNDER THAT SMALL HOLLOWED-OUT AREA!!

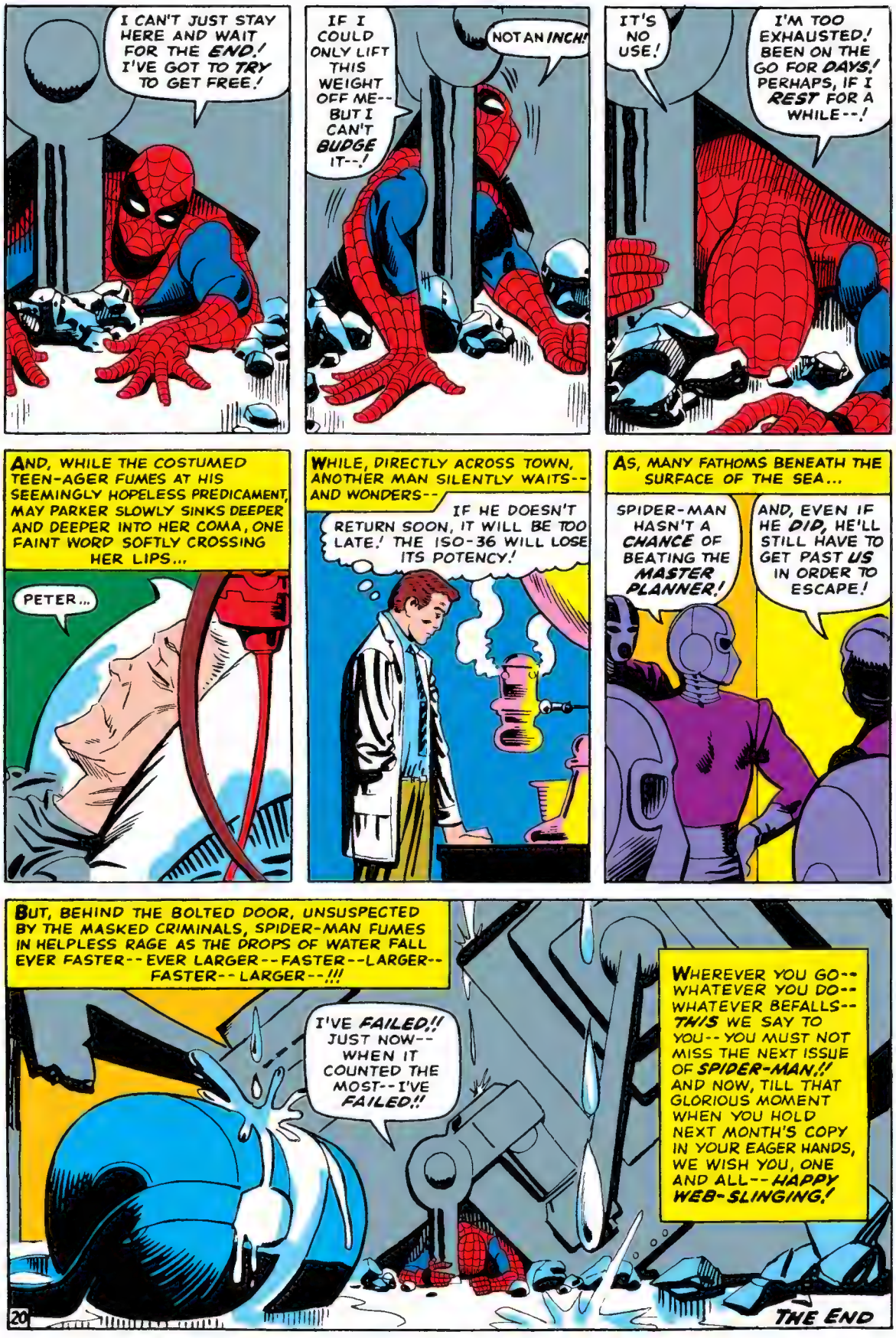
I DID IT! I SAVED MYSELF FROM BEING CRUSHED--BUT, EVEN MY GREAT STRENGTH CAN'T LIFT THIS THING OFF ME!

I SEE THE VIAL OF SERUM--JUST AHEAD OF ME! BUT IT MIGHT AS WELL BE ON ANOTHER PLANET!
I CAN'T REACH IT FROM HERE--AND, EVEN IF I COULD, WHAT GOOD WOULD IT DO?


I CAN'T BEAR THE THOUGHT OF FAILING AUNT MAY--THE WAY I ONCE FAILED UNCLE BEN--!
WAIT! WHAT'S THAT--??


DROPS OF WATER--FALLING FROM THE CEILING!


IT'S A SLOW LEAK, BUT IT'S GETTING FASTER! EACH DROP SEEMS TO BE GETTING BIGGER!! IF IT DOESN'T STOP--!!!
...THE WHOLE RIVER WILL COME SURGING THRU!


I CAN'T JUST STAY HERE AND WAIT FOR THE END.! I'VE GOT TO TRY TO GET FREE.!
IF I COULD ONLY LIFT THIS WEIGHT OFF ME-- BUT I CAN'T BUDGE IT--!
NOT AN INCH!
IT'S NO USE.!
I'M TOO EXHAUSTED.! BEEN ON THE GO FOR DAYS.! PERHAPS, IF I REST FOR A WHILE--!
AND, WHILE THE COSTUMED TEEN-AGER FUMES AT HIS SEEMINGLY HOPELESS PREDICAMENT, MAY PARKER SLOWLY SINKS DEEPER AND DEEPER INTO HER COMA, ONE FAINT WORD SOFTLY CROSSING HER LIPS...
PETER...
WHILE, DIRECTLY ACROSS TOWN, ANOTHER MAN SILENTLY WAITS-- AND WONDERS--
IF HE DOESN'T RETURN SOON, IT WILL BE TOO LATE.! THE ISO-36 WILL LOSE ITS POTENCY!
AS, MANY FATHOMS BENEATH THE SURFACE OF THE SEA...
SPIDER-MAN HASN'T A CHANCE OF BEATING THE MASTER PLANNER.!
AND, EVEN IF HE DID, HE'LL STILL HAVE TO GET PAST US IN ORDER TO ESCAPE!
BUT, BEHIND THE BOLTED DOOR, UNSUSPECTED BY THE MASKED CRIMINALS, SPIDER-MAN FUMES IN HELPLESS RAGE AS THE DROPS OF WATER FALL EVER FASTER--EVER LARGER--FASTER--LARGER--FASTER--LARGER--!!!
I'VE FAILED!! JUST NOW-- WHEN IT COUNTED THE MOST--I'VE FAILED!!
WHEREVER YOU GO-- WHATEVER YOU DO-- WHATEVER BEFALLS-- THIS WE SAY TO YOU--YOU MUST NOT MISS THE NEXT ISSUE OF SPIDER-MAN.!! AND NOW, TILL THAT GLORIOUS MOMENT WHEN YOU HOLD NEXT MONTH'S COPY IN YOUR EAGER HANDS, WE WISH YOU, ONE AND ALL--HAPPY WEB-SLINGING.!
THE END

the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP
33
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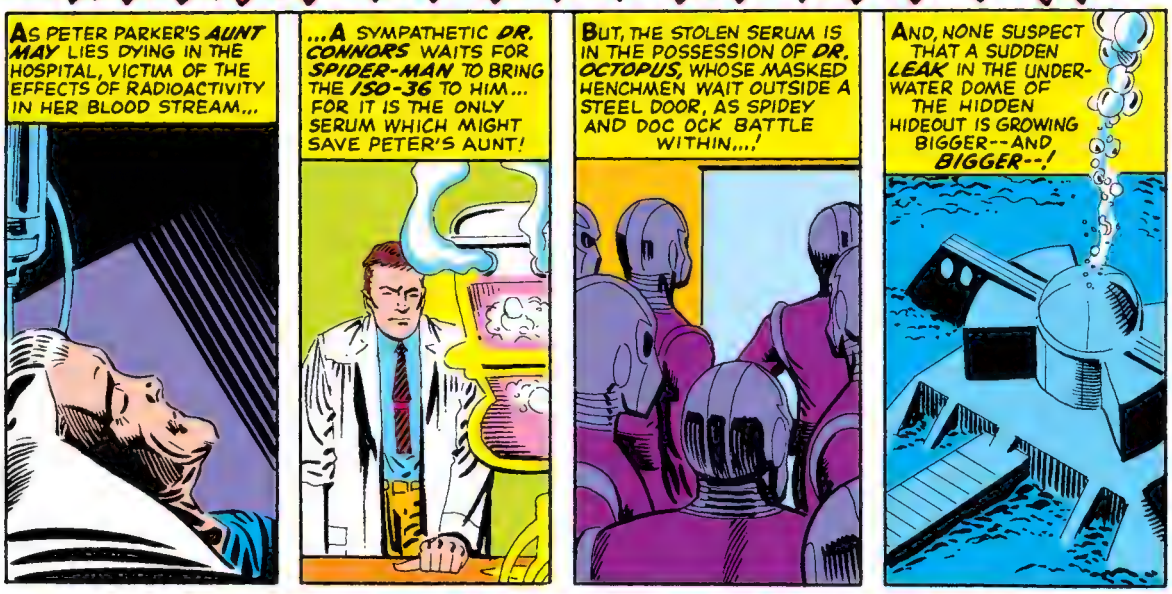
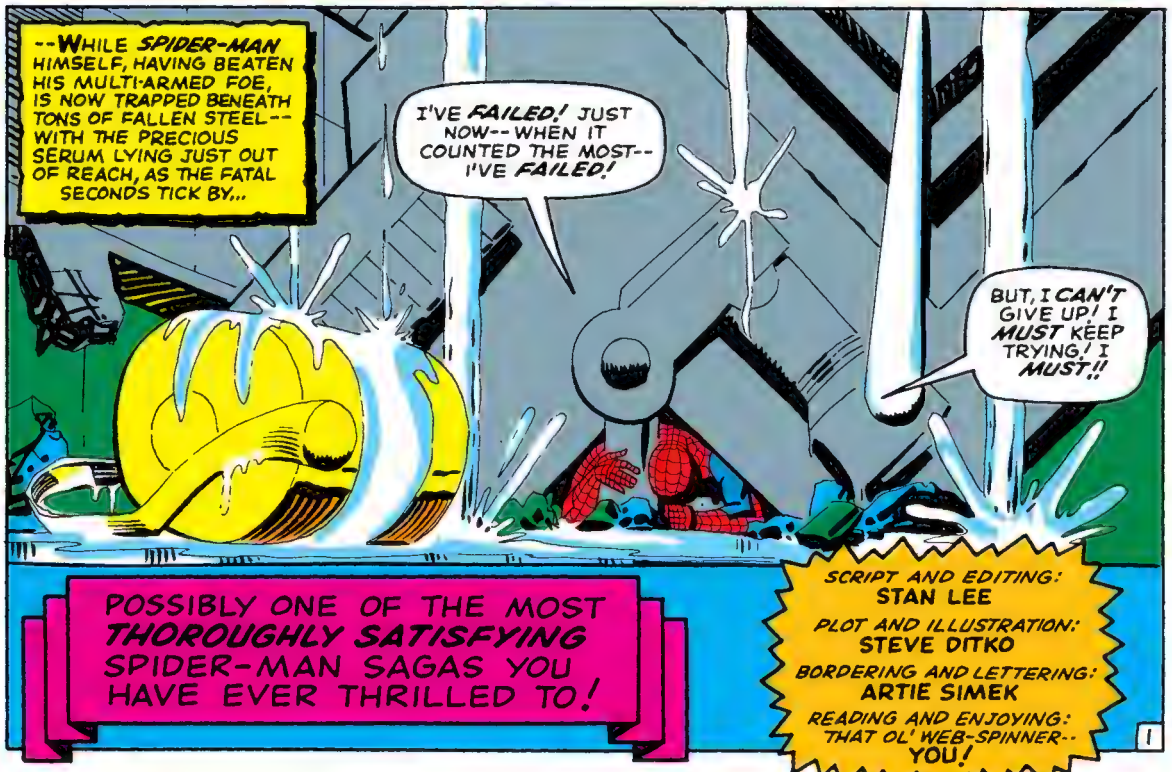
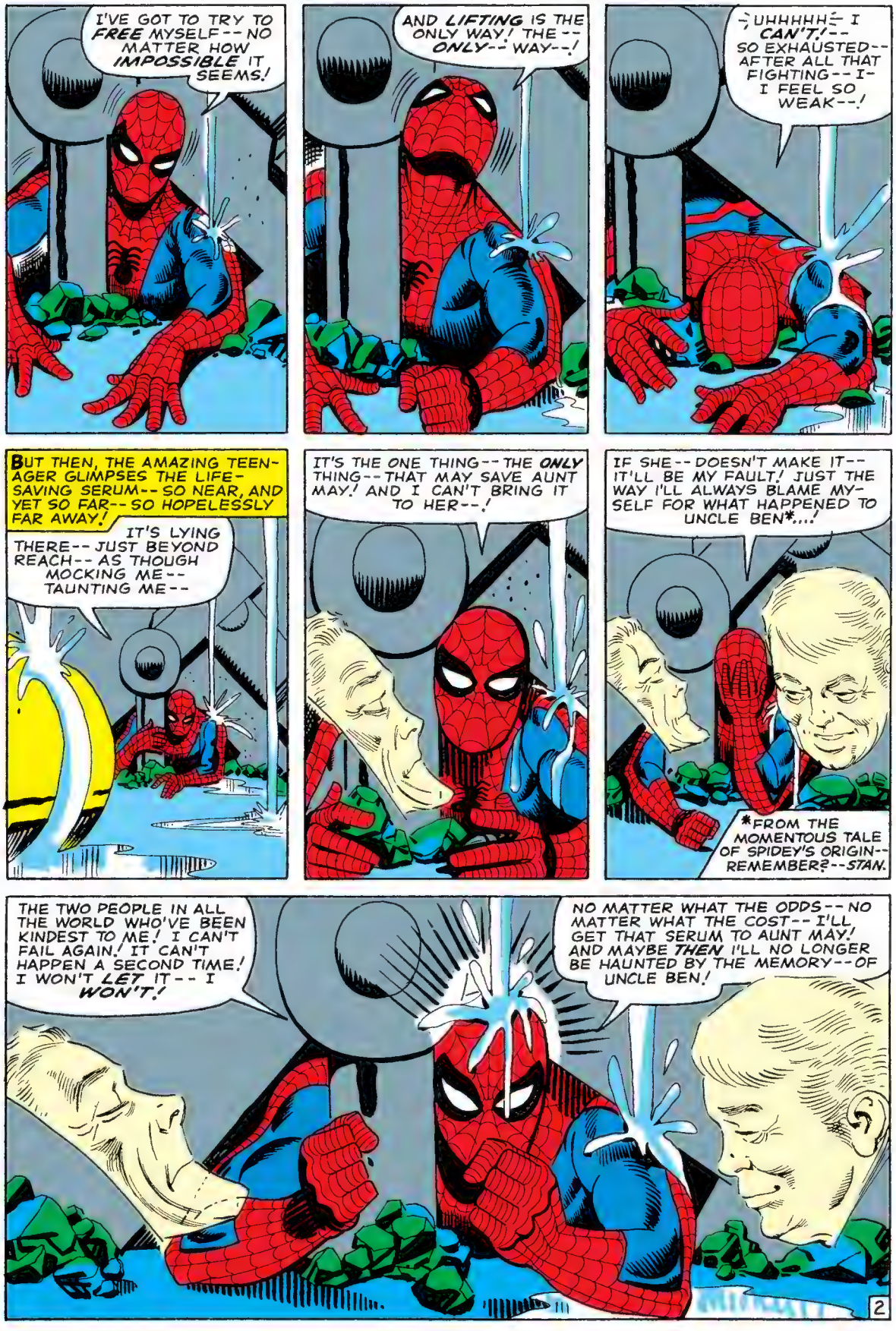
IND.
"The FINAL CHAPTER!"

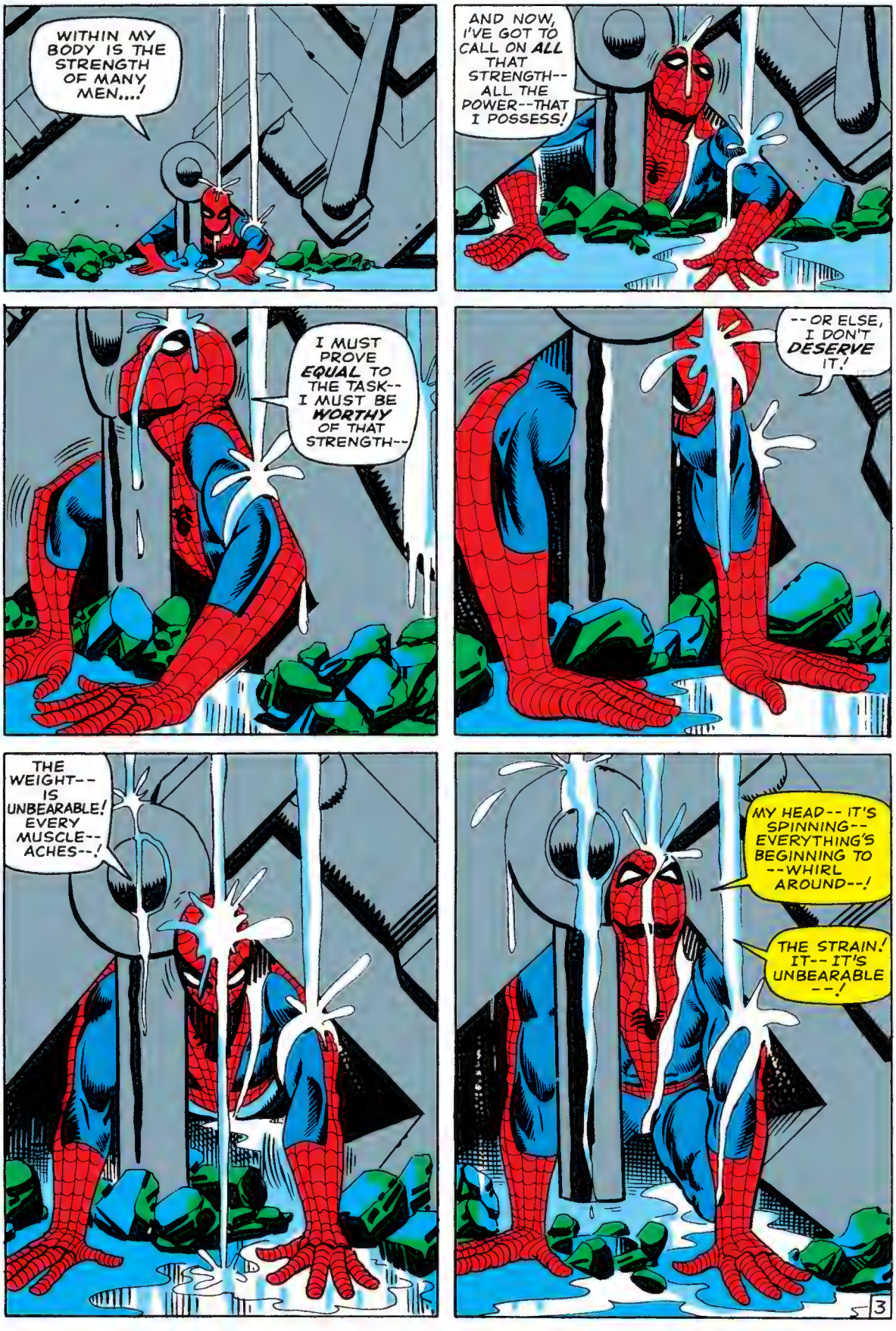
THE AMAZING SPIDER-MAN!

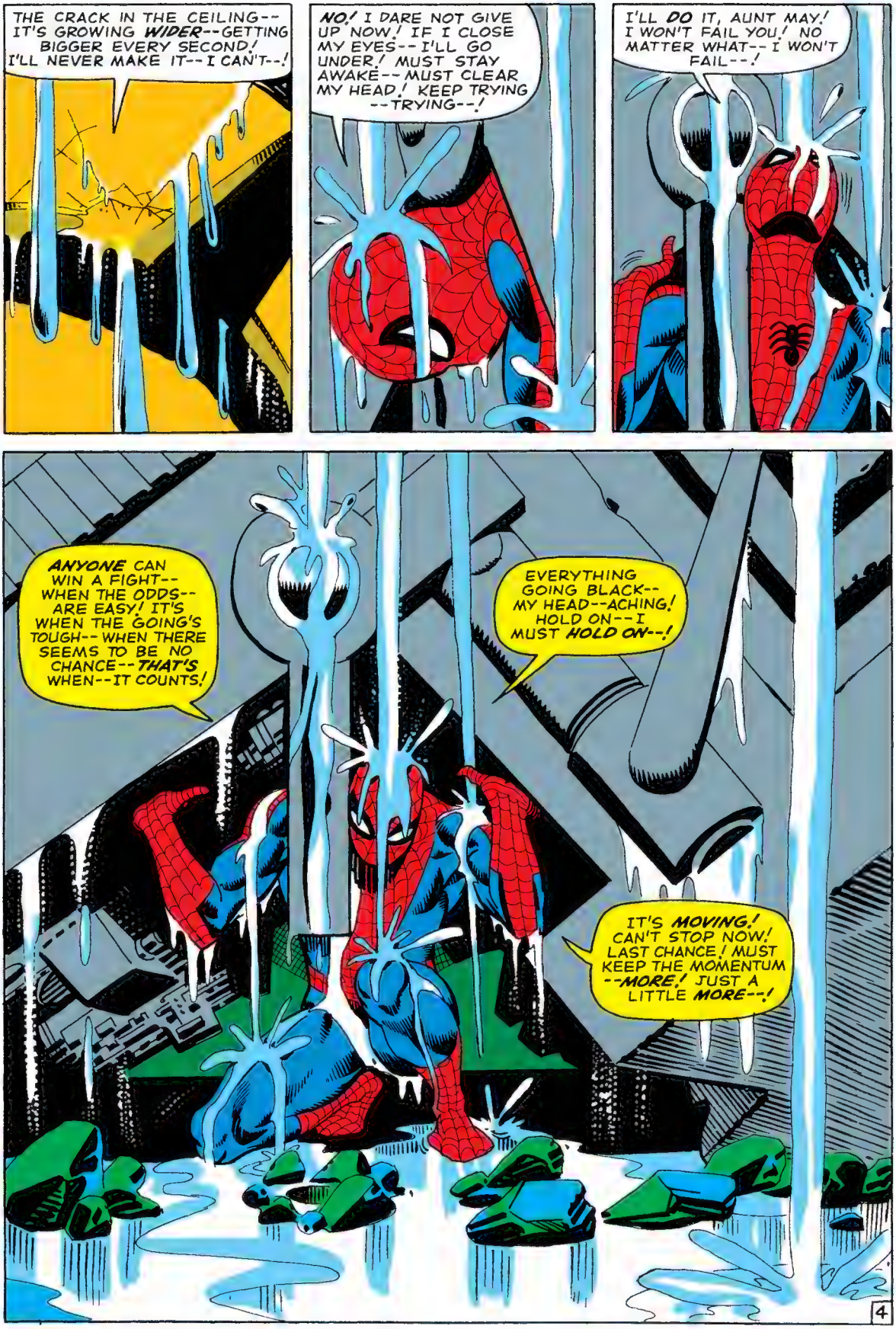
"THE FINAL CHAPTER!"


AS PETER PARKER'S AUNT MAY LIES DYING IN THE HOSPITAL, VICTIM OF THE EFFECTS OF RADIOACTIVITY IN HER BLOOD STREAM...
...A SYMPATHETIC DR. CONNORS WAITS FOR SPIDER-MAN TO BRING THE ISO-36 TO HIM... FOR IT IS THE ONLY SERUM WHICH MIGHT SAVE PETER'S AUNT!
BUT, THE STOLEN SERUM IS IN THE POSSESSION OF DR. OCTOPUS, WHOSE MASKED HENCHMEN WAIT OUTSIDE A STEEL DOOR, AS SPIDEY AND DOC OCK BATTLE WITHIN...!
AND, NONE SUSPECT THAT A SUDDEN LEAK IN THE UNDER-WATER DOME OF THE HIDDEN HIDEOUT IS GROWING BIGGER--AND BIGGER--!

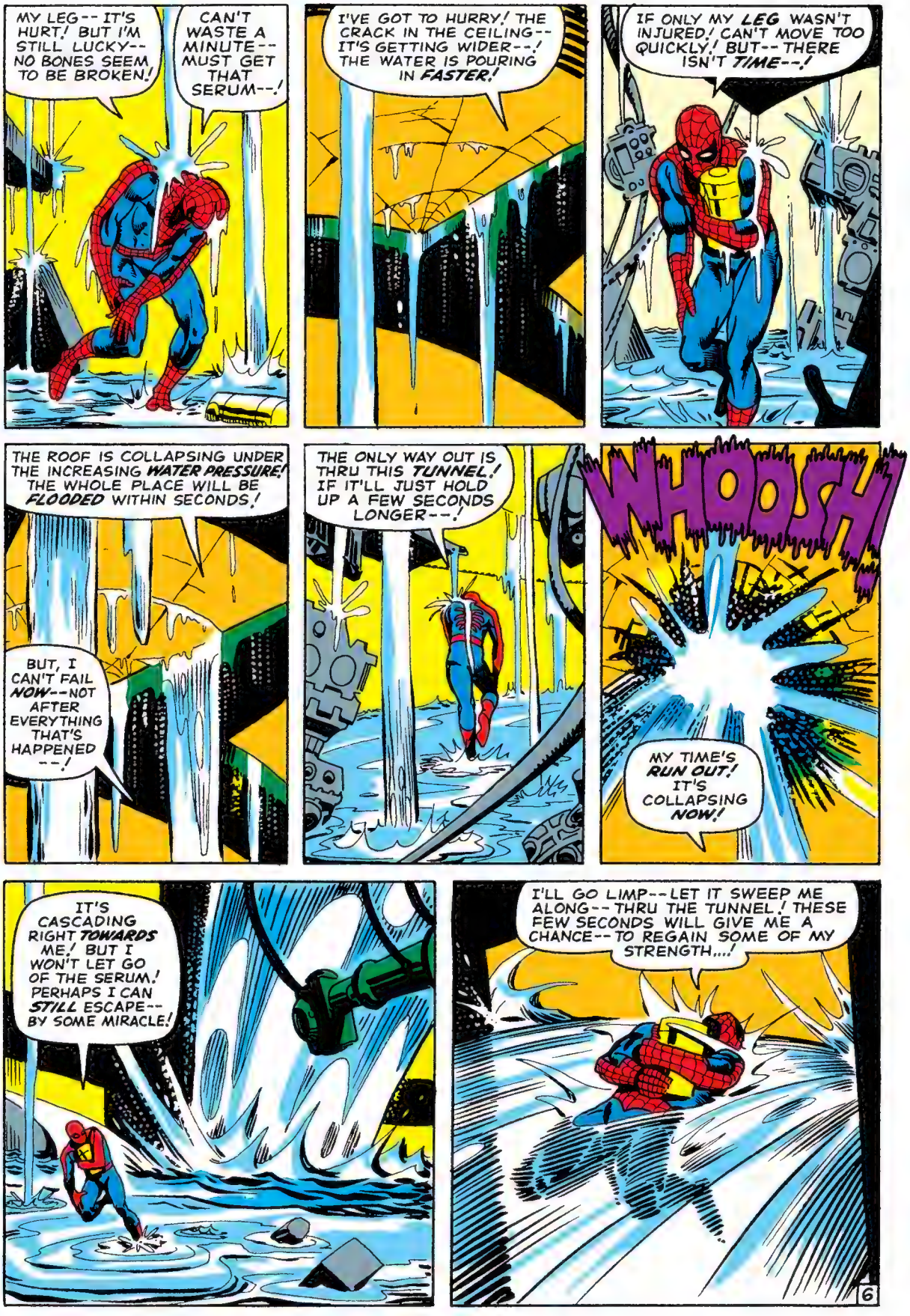

--WHILE SPIDER-MAN HIMSELF, HAVING BEATEN HIS MULTI-ARMED FOE, IS NOW TRAPPED BENEATH TONS OF FALLEN STEEL--WITH THE PRECIOUS SERUM LYING JUST OUT OF REACH, AS THE FATAL SECONDS TICK BY...
I'VE FAILED! JUST NOW--WHEN IT COUNTED THE MOST--I'VE FAILED!
BUT, I CAN'T GIVE UP! I MUST KEEP TRYING! I MUST!!
POSSIBLY ONE OF THE MOST THOROUGHLY SATISFYING SPIDER-MAN SAGAS YOU HAVE EVER THRILLED TO!
SCRIPT AND EDITING: STAN LEE
PLOT AND ILLUSTRATION: STEVE DITKO
BORDERING AND LETTERING: ARTIE SIMEK
READING AND ENJOYING: THAT OL' WEB-SPINNER--YOU!

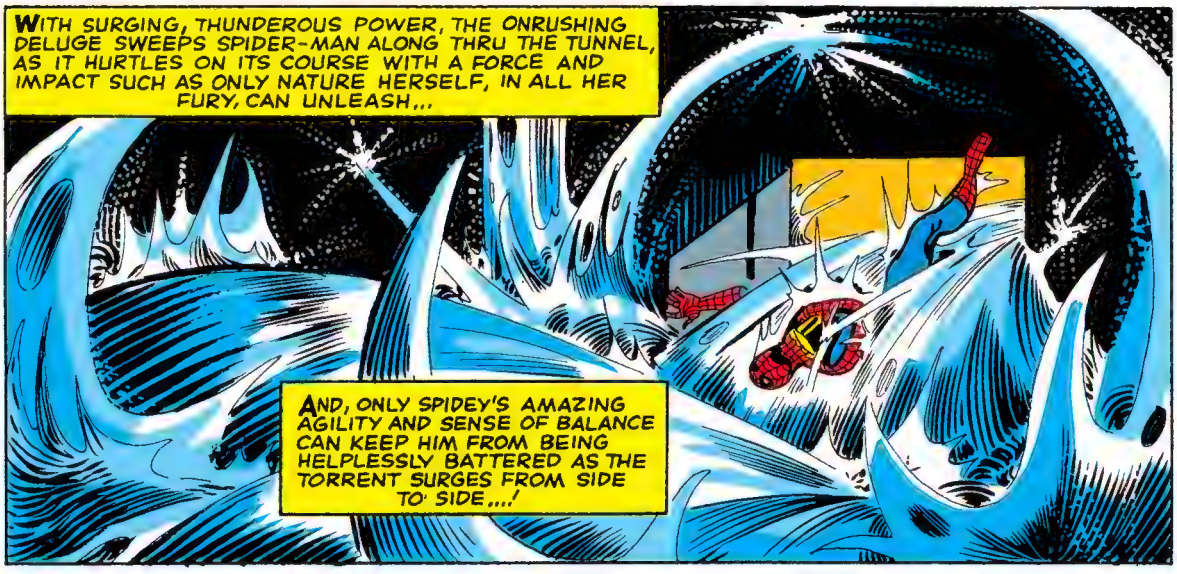

I'VE GOT TO TRY TO FREE MYSELF-- NO MATTER HOW IMPOSSIBLE IT SEEMS!
AND LIFTING IS THE ONLY WAY! THE-- ONLY-- WAY--!
-UHHHHH- I CAN'T!-- SO EXHAUSTED-- AFTER ALL THAT FIGHTING-- I- I FEEL SO WEAK--!
BUT THEN, THE AMAZING TEENAGER GLIMPSES THE LIFE-SAVING SERUM-- SO NEAR, AND YET SO FAR-- SO HOPELESSLY FAR AWAY!
IT'S LYING THERE-- JUST BEYOND REACH-- AS THOUGH MOCKING ME-- TAUNTING ME--
IT'S THE ONE THING-- THE ONLY THING-- THAT MAY SAVE AUNT MAY! AND I CAN'T BRING IT TO HER--!
IF SHE-- DOESN'T MAKE IT-- IT'LL BE MY FAULT! JUST THE WAY I'LL ALWAYS BLAME MYSELF FOR WHAT HAPPENED TO UNCLE BEN*...!
*FROM THE MOMENTOUS TALE OF SPIDEY'S ORIGIN-- REMEMBER?--STAN.
THE TWO PEOPLE IN ALL THE WORLD WHO'VE BEEN KINDEST TO ME! I CAN'T FAIL AGAIN! IT CAN'T HAPPEN A SECOND TIME! I WON'T LET IT-- I WON'T!
NO MATTER WHAT THE ODDS-- NO MATTER WHAT THE COST-- I'LL GET THAT SERUM TO AUNT MAY! AND MAYBE THEN I'LL NO LONGER BE HAUNTED BY THE MEMORY-- OF UNCLE BEN!
2

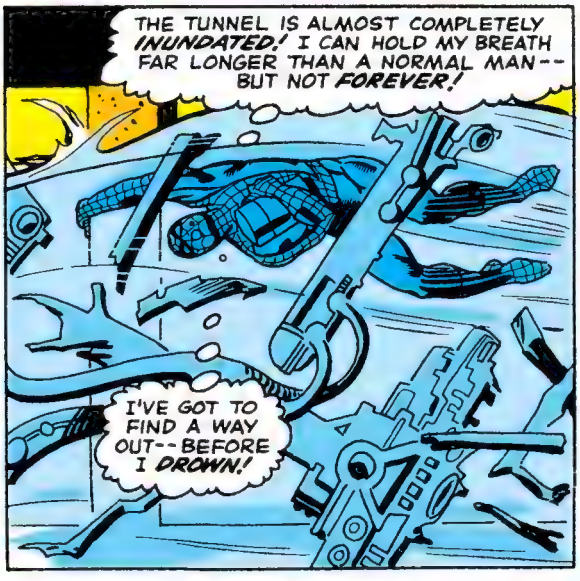

WITHIN MY BODY IS THE STRENGTH OF MANY MEN....!
AND NOW, I'VE GOT TO CALL ON ALL THAT STRENGTH-- ALL THE POWER--THAT I POSSESS!
I MUST PROVE EQUAL TO THE TASK-- I MUST BE WORTHY OF THAT STRENGTH--
--OR ELSE, I DON'T DESERVE IT.!
THE WEIGHT-- IS UNBEARABLE! EVERY MUSCLE-- ACHES--!
MY HEAD-- IT'S SPINNING-- EVERYTHING'S BEGINNING TO --WHIRL AROUND--!
THE STRAIN! IT-- IT'S UNBEARABLE --!
3

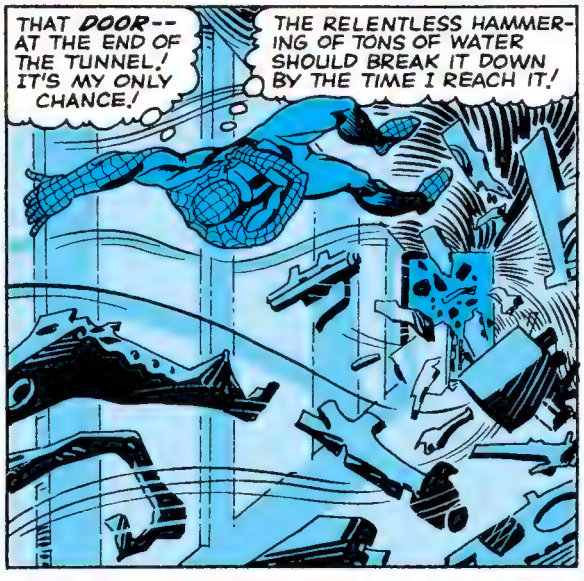

THE CRACK IN THE CEILING--IT'S GROWING *WIDER*--GETTING BIGGER EVERY SECOND! I'LL NEVER MAKE IT--I CAN'T--!
NO! I DARE NOT GIVE UP NOW! IF I CLOSE MY EYES--I'LL GO UNDER! MUST STAY AWAKE--MUST CLEAR MY HEAD! KEEP TRYING --TRYING--!
I'LL *DO* IT, AUNT MAY! I WON'T FAIL YOU! NO MATTER WHAT--I WON'T FAIL--!
ANYONE CAN WIN A FIGHT--WHEN THE ODDS--ARE EASY! IT'S WHEN THE GOING'S TOUGH--WHEN THERE SEEMS TO BE NO CHANCE--*THAT'S* WHEN--IT COUNTS!
EVERYTHING GOING BLACK--MY HEAD--ACHING! HOLD ON--I MUST *HOLD ON*--!
IT'S *MOVING!* CAN'T STOP NOW! LAST CHANCE! MUST KEEP THE MOMENTUM --*MORE!* JUST A LITTLE *MORE*--!

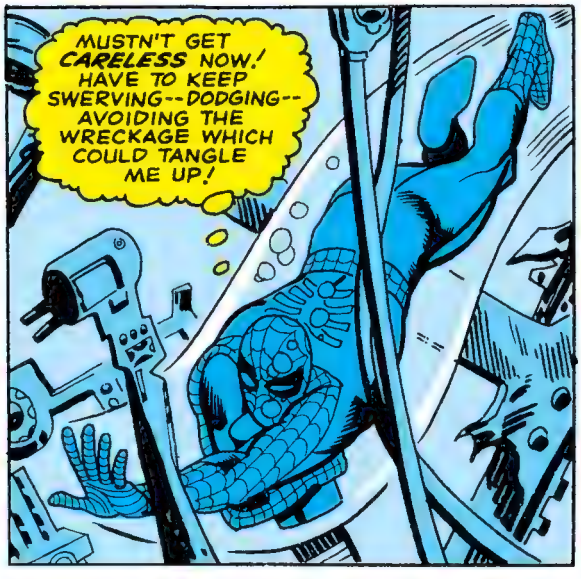
AND THEN--AS THE AGONIZING ACHE IN HIS LIMBS SEEMS UNENDURABLE--AS HIS SUPERBLY MUSCLED BODY SUFFERS THE TORMENT OF A VIRTUALLY INDESCRIBABLE ORDEAL--FROM OUT OF THE PAIN--FROM OUT OF THE AGONY--COMES TRIUMPH!
I DID IT! I'M FREE!
5


MY LEG-- IT'S HURT! BUT I'M STILL LUCKY-- NO BONES SEEM TO BE BROKEN!
CAN'T WASTE A MINUTE-- MUST GET THAT SERUM--!
I'VE GOT TO HURRY! THE CRACK IN THE CEILING-- IT'S GETTING WIDER--! THE WATER IS POURING IN FASTER!
IF ONLY MY LEG WASN'T INJURED! CAN'T MOVE TOO QUICKLY! BUT-- THERE ISN'T TIME--!
THE ROOF IS COLLAPSING UNDER THE INCREASING WATER PRESSURE! THE WHOLE PLACE WILL BE FLOODED WITHIN SECONDS!
BUT, I CAN'T FAIL NOW--NOT AFTER EVERYTHING THAT'S HAPPENED --!
THE ONLY WAY OUT IS THRU THIS TUNNEL! IF IT'LL JUST HOLD UP A FEW SECONDS LONGER--!
WHOOSH
MY TIME'S RUN OUT! IT'S COLLAPSING NOW!
IT'S CASCADING RIGHT TOWARDS ME! BUT I WON'T LET GO OF THE SERUM! PERHAPS I CAN STILL ESCAPE-- BY SOME MIRACLE!
I'LL GO LIMP--LET IT SWEEP ME ALONG--THRU THE TUNNEL! THESE FEW SECONDS WILL GIVE ME A CHANCE--TO REGAIN SOME OF MY STRENGTH....!

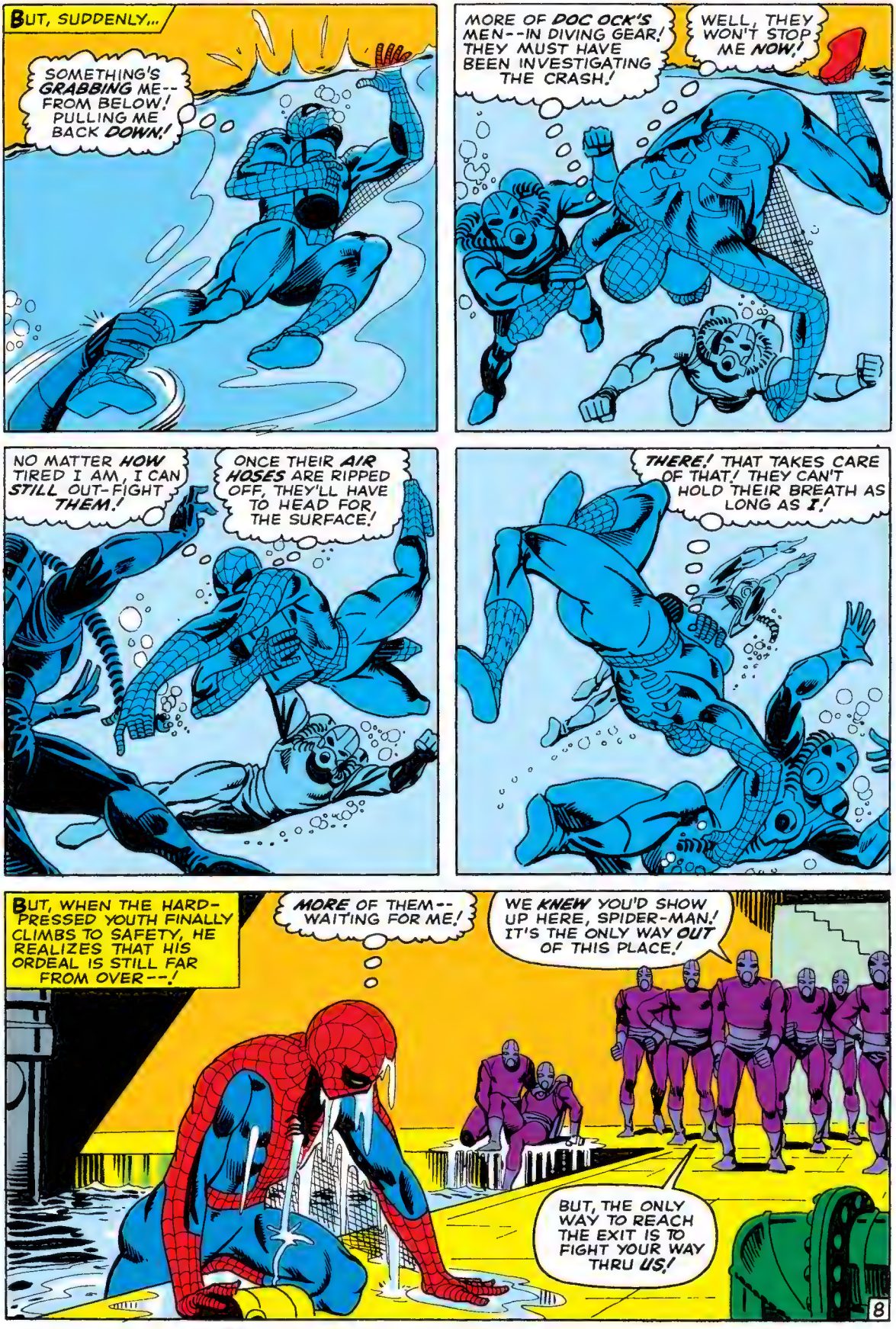

WITH SURGING, THUNDEROUS POWER, THE ONRUSHING DELUGE SWEEPS SPIDER-MAN ALONG THRU THE TUNNEL, AS IT HURTLES ON ITS COURSE WITH A FORCE AND IMPACT SUCH AS ONLY NATURE HERSELF, IN ALL HER FURY, CAN UNLEASH...
AND, ONLY SPIDEY'S AMAZING AGILITY AND SENSE OF BALANCE CAN KEEP HIM FROM BEING HELPLESSLY BATTERED AS THE TORRENT SURGES FROM SIDE TO SIDE...!


THE TUNNEL IS ALMOST COMPLETELY *INUNDATED!* I CAN HOLD MY BREATH FAR LONGER THAN A NORMAL MAN--BUT NOT *FOREVER!*
I'VE GOT TO FIND A WAY OUT--BEFORE I *DROWN!*

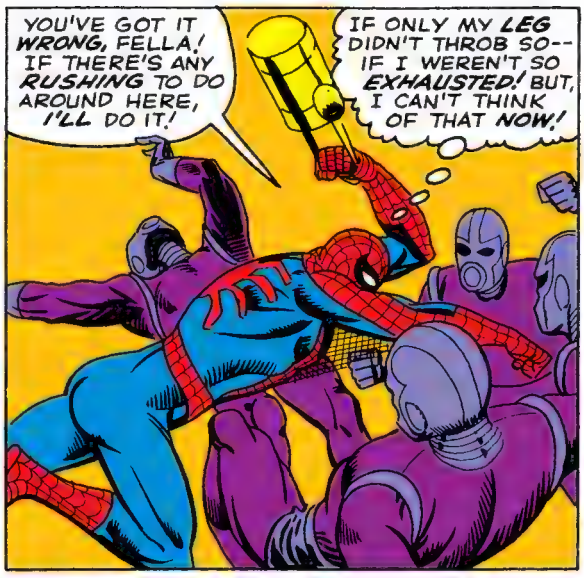

THAT *DOOR*--AT THE END OF THE TUNNEL! IT'S MY ONLY CHANCE!
THE RELENTLESS HAMMERING OF TONS OF WATER SHOULD BREAK IT DOWN BY THE TIME I REACH IT!


MUSTN'T GET *CARELESS* NOW! HAVE TO KEEP SWERVING--DODGING--AVOIDING THE WRECKAGE WHICH COULD TANGLE ME UP!

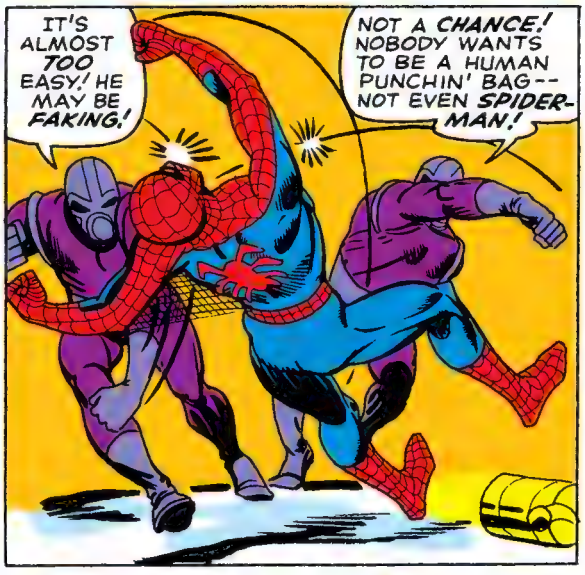
AND THEN, SECONDS LATER...
I'M *THRU!* THERE'S *AIR* TO BREATHE! *AIR!*

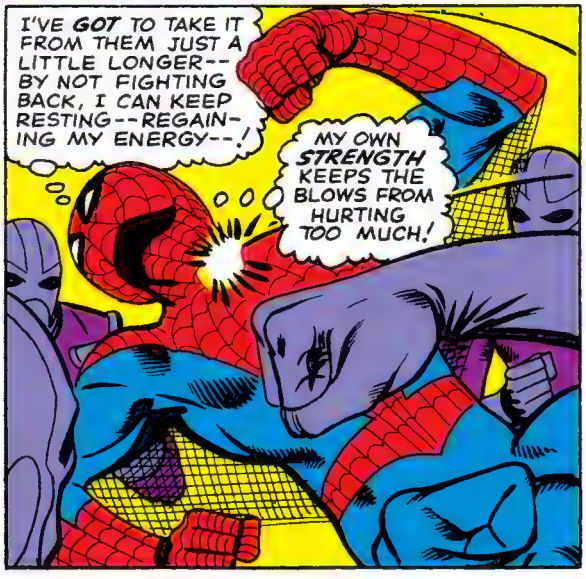

BUT, SUDDENLY...
SOMETHING'S GRABBING ME--FROM BELOW! PULLING ME BACK DOWN!
MORE OF DOC OCK'S MEN--IN DIVING GEAR! THEY MUST HAVE BEEN INVESTIGATING THE CRASH!
WELL, THEY WON'T STOP ME NOW!
NO MATTER HOW TIRED I AM, I CAN STILL OUT-FIGHT THEM!
ONCE THEIR AIR HOSES ARE RIPPED OFF, THEY'LL HAVE TO HEAD FOR THE SURFACE!
THERE! THAT TAKES CARE OF THAT! THEY CAN'T HOLD THEIR BREATH AS LONG AS I!
BUT, WHEN THE HARD-PRESSED YOUTH FINALLY CLIMBS TO SAFETY, HE REALIZES THAT HIS ORDEAL IS STILL FAR FROM OVER--!
MORE OF THEM--WAITING FOR ME!
WE KNEW YOU'D SHOW UP HERE, SPIDER-MAN! IT'S THE ONLY WAY OUT OF THIS PLACE!
BUT, THE ONLY WAY TO REACH THE EXIT IS TO FIGHT YOUR WAY THRU US!
8

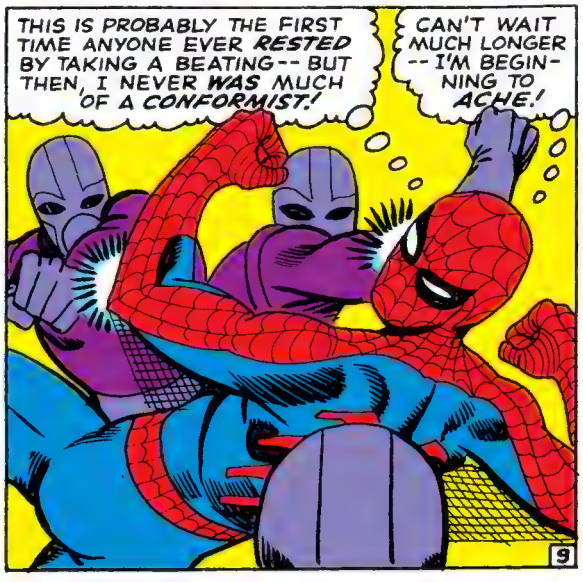
I'VE GOT A JOB TO DO--AND NOBODY--NOTHING--NO POWER ON EARTH IS GOING TO STOP ME--WHILE I STILL LIVE!
C'MON, STOP WASTING TIME! WE'VE GOT HIM OUTNUMBERED! LET'S RUSH 'IM!
THAT SUITS US, MISTER! REMEMBER, NOBODY LIVES FOREVER!

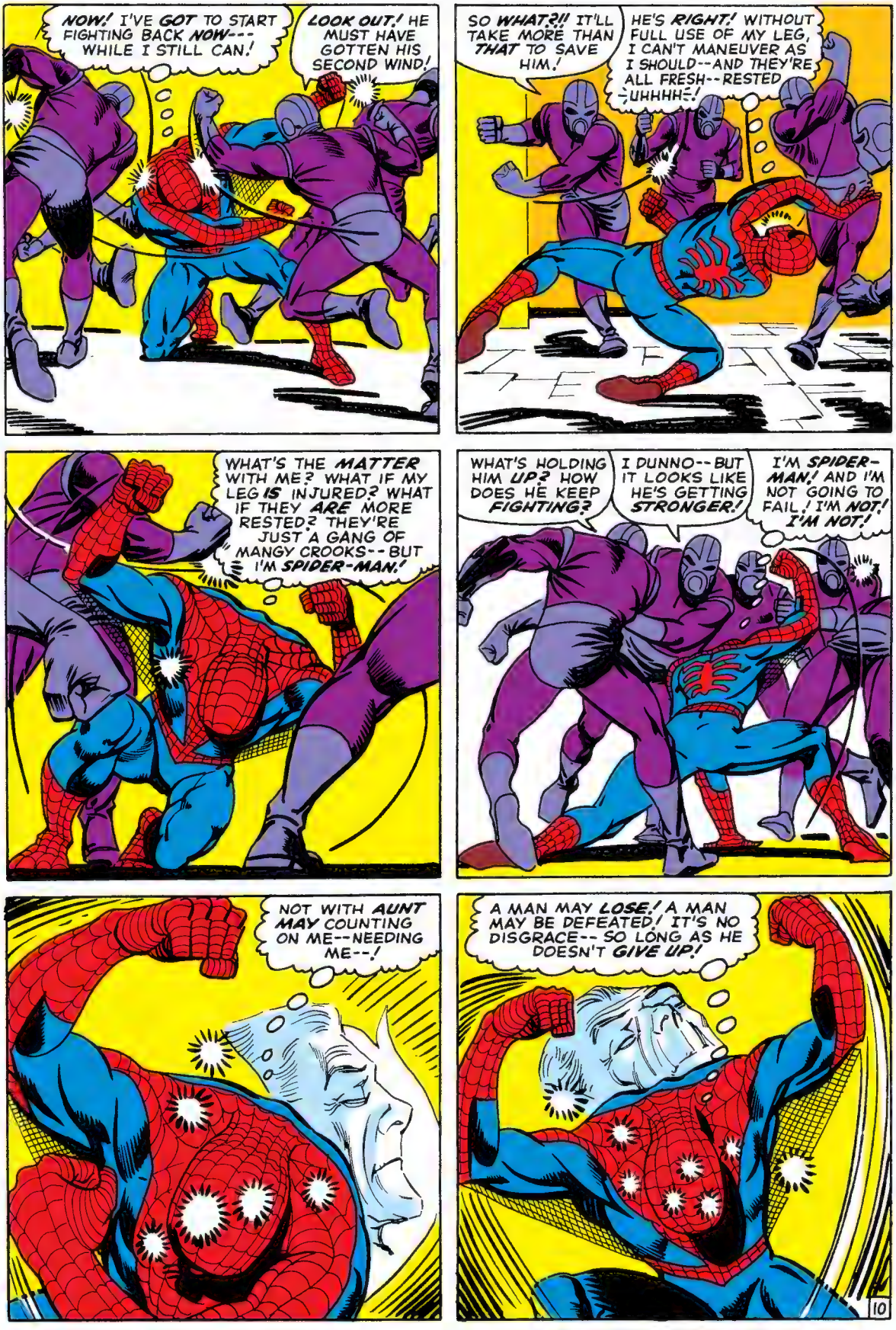

YOU'VE GOT IT WRONG, FELLA! IF THERE'S ANY RUSHING TO DO AROUND HERE, I'LL DO IT!
IF ONLY MY LEG DIDN'T THROB SO--IF I WEREN'T SO EXHAUSTED! BUT, I CAN'T THINK OF THAT NOW!

THE GREAT SPIDER-MAN! HAH! YOU'RE NOT AS TOUGH AS YOU'RE CRACKED UP TO BE!
KEEP SWINGIN'! WE'RE STOPPING HIM! HE CAN'T GET PAST US!

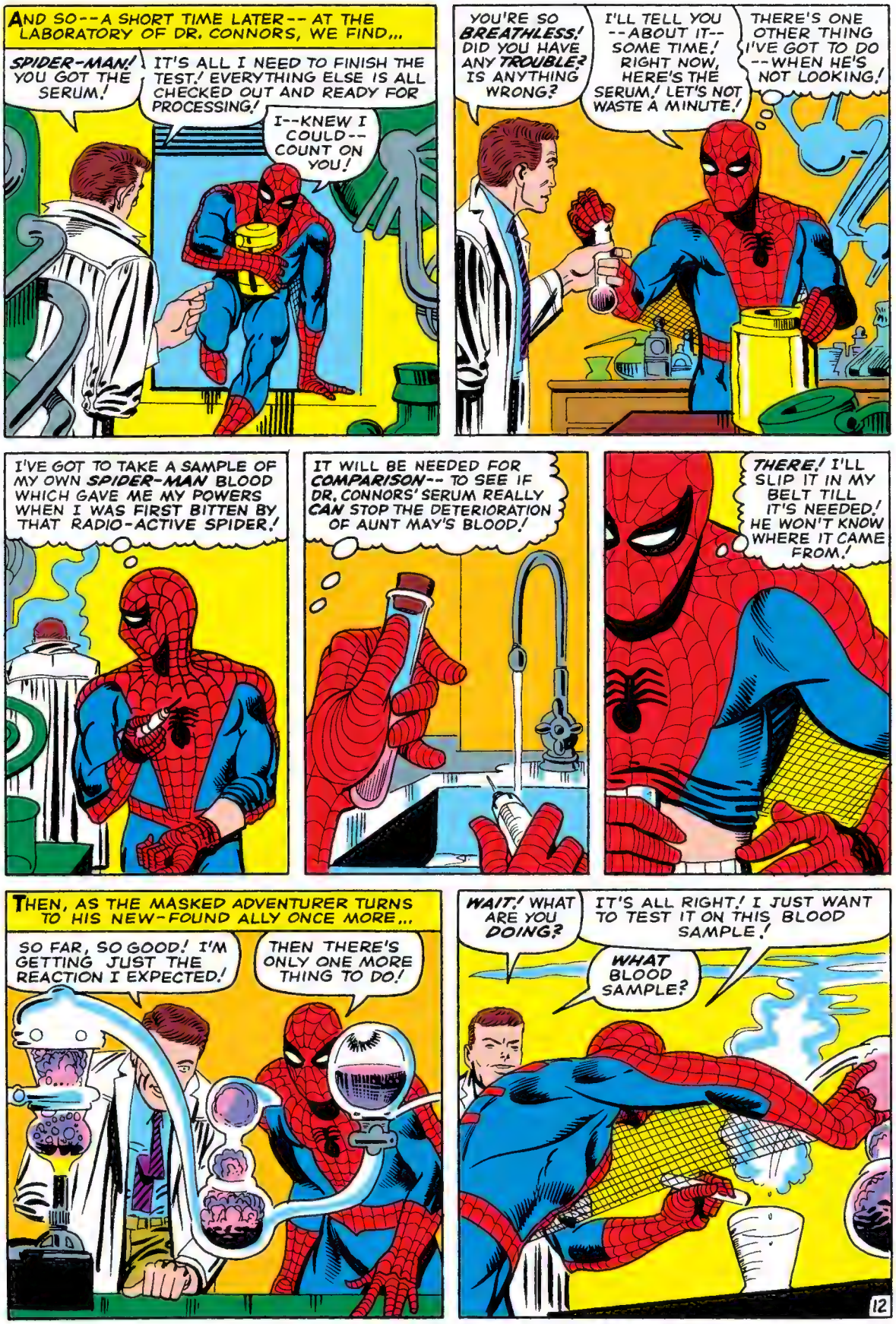

IT'S ALMOST TOO EASY! HE MAY BE FAKING!
NOT A CHANCE! NOBODY WANTS TO BE A HUMAN PUNCHIN' BAG--NOT EVEN SPIDER-MAN!

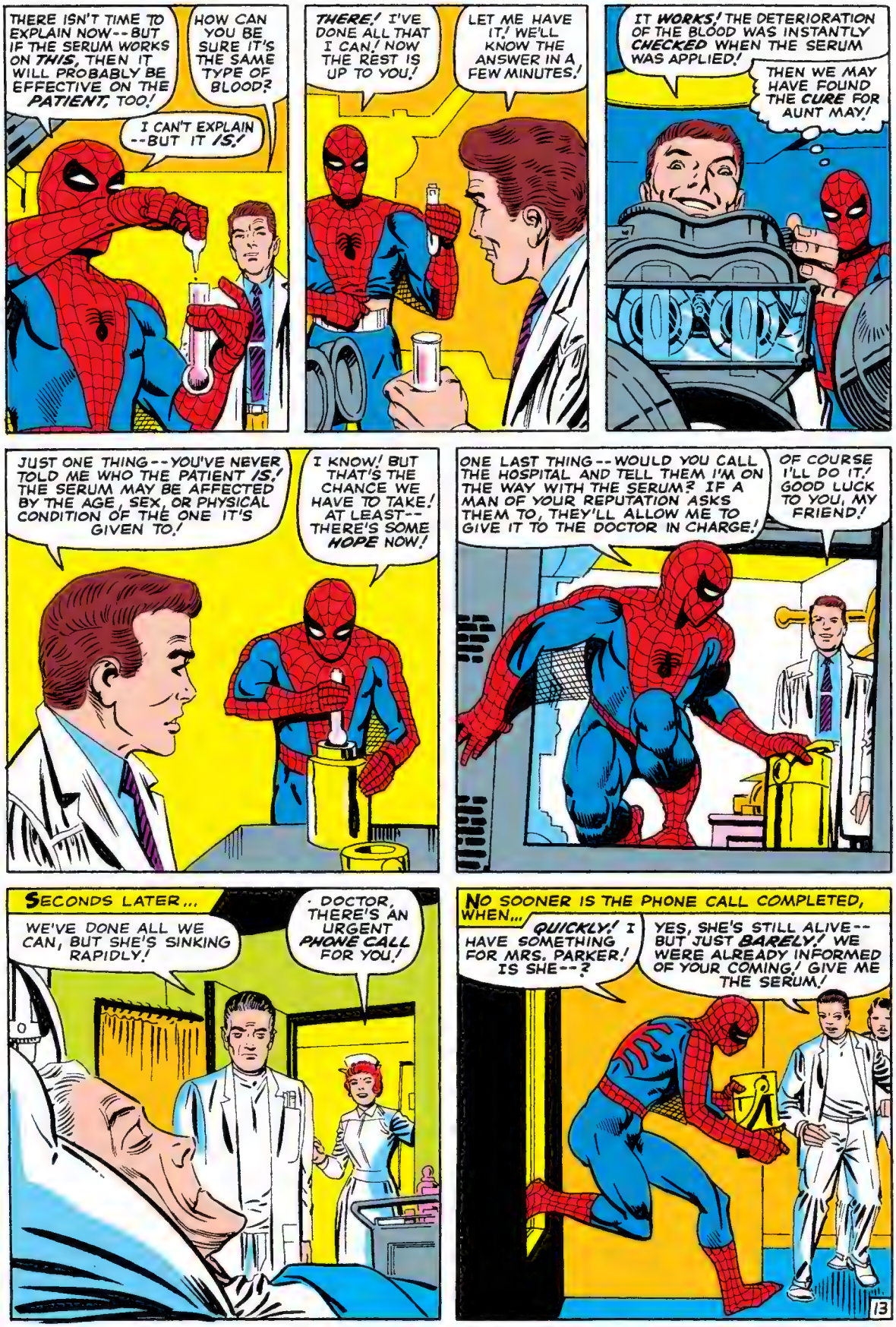

I'VE GOT TO TAKE IT FROM THEM JUST A LITTLE LONGER--BY NOT FIGHTING BACK, I CAN KEEP RESTING--REGAINING MY ENERGY--!
MY OWN STRENGTH KEEPS THE BLOWS FROM HURTING TOO MUCH!

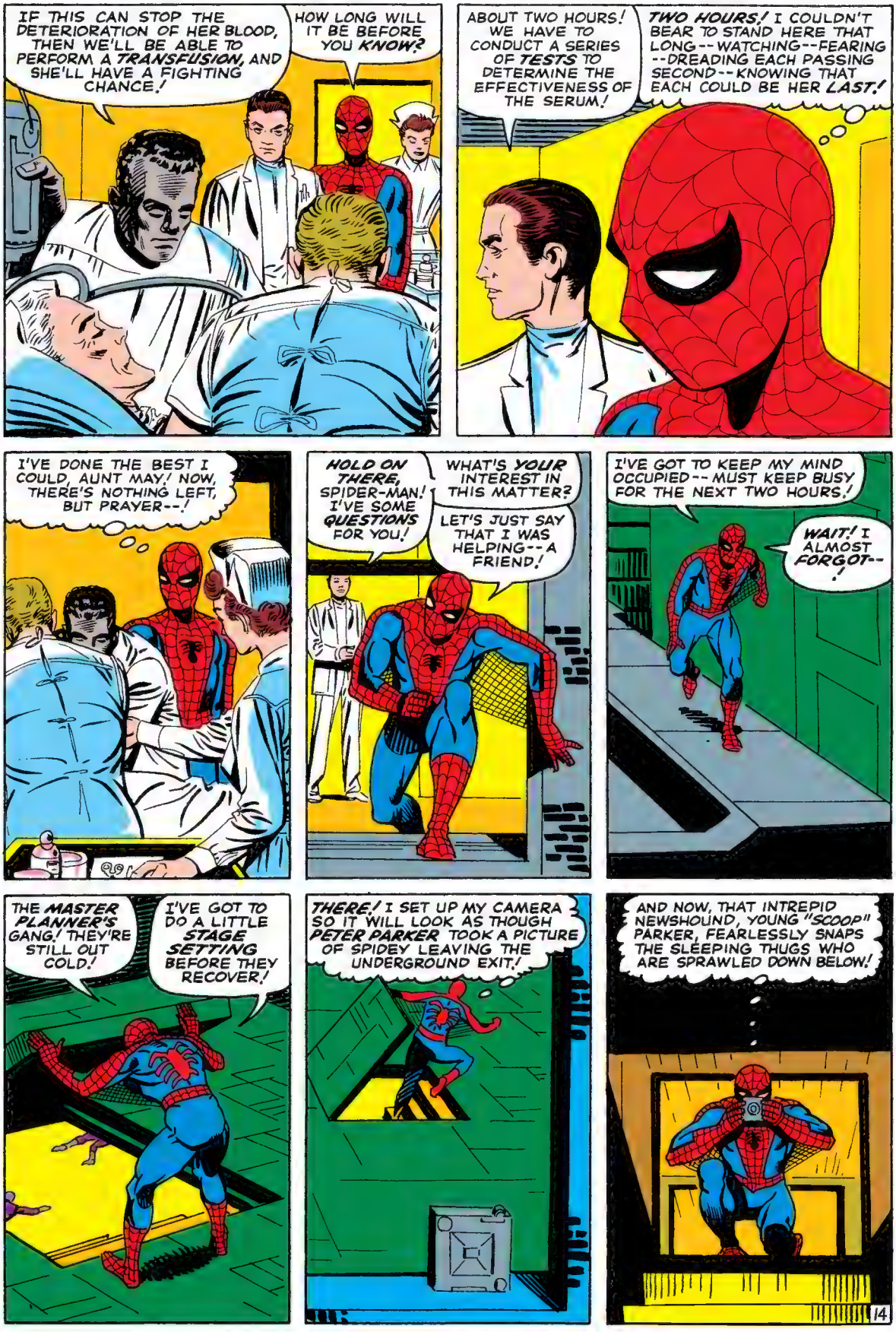

THIS IS PROBABLY THE FIRST TIME ANYONE EVER RESTED BY TAKING A BEATING--BUT THEN, I NEVER WAS MUCH OF A CONFORMIST!
CAN'T WAIT MUCH LONGER--I'M BEGINNING TO ACHE!

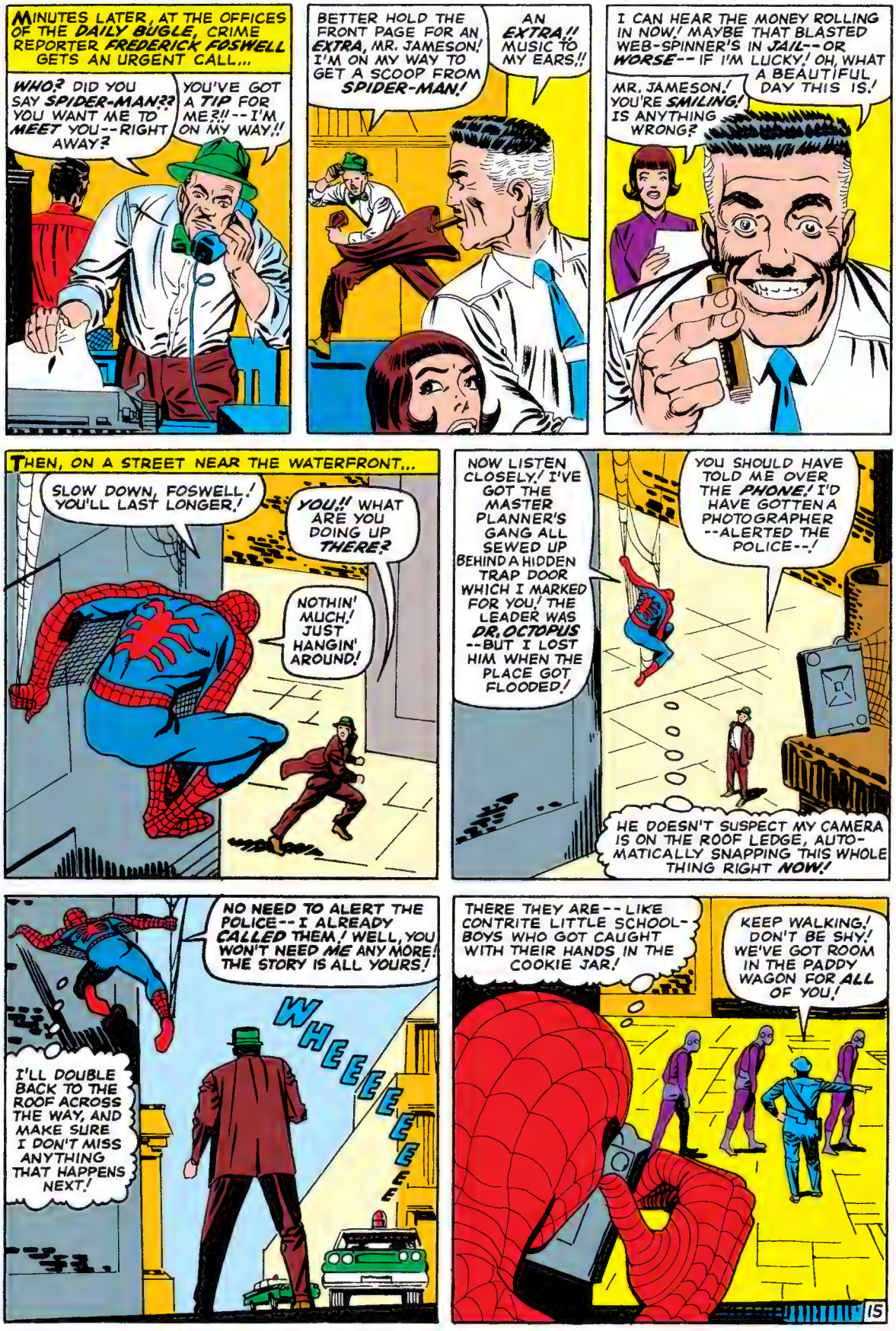

NOW! I'VE GOT TO START FIGHTING BACK NOW--- WHILE I STILL CAN!
LOOK OUT! HE MUST HAVE GOTTEN HIS SECOND WIND!
SO WHAT?!! IT'LL TAKE MORE THAN THAT TO SAVE HIM!
HE'S RIGHT! WITHOUT FULL USE OF MY LEG, I CAN'T MANEUVER AS I SHOULD--AND THEY'RE ALL FRESH--RESTED --UHHHH!
WHAT'S THE MATTER WITH ME? WHAT IF MY LEG IS INJURED? WHAT IF THEY ARE MORE RESTED? THEY'RE JUST A GANG OF MANGY CROOKS--BUT I'M SPIDER-MAN!
WHAT'S HOLDING HIM UP? HOW DOES HE KEEP FIGHTING?
I DUNNO--BUT IT LOOKS LIKE HE'S GETTING STRONGER!
I'M SPIDER-MAN! AND I'M NOT GOING TO FAIL! I'M NOT! I'M NOT!
NOT WITH AUNT MAY COUNTING ON ME--NEEDING ME--!
A MAN MAY LOSE! A MAN MAY BE DEFEATED! IT'S NO DISGRACE--SO LONG AS HE DOESN'T GIVE UP!

AND I'M NOT GIVING UP! I'M NOT-- I'M NOT!
I'LL KEEP FIGHTING-- NO MATTER WHAT! I WON'T GIVE UP!
I WON'T! I WON'T! I WON'T!
NOBODY CAN MAKE ME GIVE UP! NOT WHEN THERE'S SO MUCH AT STAKE!
I'LL KEEP FIGHTING UNTIL-- UNTIL-- WHA-? IT-- IT'S OVER!
CAN'T STOP NOW! CAN'T EVEN LOOK BACK! DR. CONNORS NEEDS THE SERUM--FOR AUNT MAY! MUST KEEP MOVING-- KEEP WALKING--!
NO TIME TO FIND OUT WHAT HAPPENED TO DR. OCTOPUS! NO TIME FOR ANYTHING!
ALL THAT MATTERS IS DELIVERING THE SERUM IN TIME--!
--BEFORE IT'S--TOO LATE!
11


AND SO--A SHORT TIME LATER-- AT THE LABORATORY OF DR. CONNORS, WE FIND...
SPIDER-MAN! YOU GOT THE SERUM!
IT'S ALL I NEED TO FINISH THE TEST! EVERYTHING ELSE IS ALL CHECKED OUT AND READY FOR PROCESSING!
I--KNEW I COULD-- COUNT ON YOU!
YOU'RE SO BREATHLESS! DID YOU HAVE ANY TROUBLE? IS ANYTHING WRONG?
I'LL TELL YOU --ABOUT IT-- SOME TIME! RIGHT NOW, HERE'S THE SERUM! LET'S NOT WASTE A MINUTE!
THERE'S ONE OTHER THING I'VE GOT TO DO --WHEN HE'S NOT LOOKING!
I'VE GOT TO TAKE A SAMPLE OF MY OWN SPIDER-MAN BLOOD WHICH GAVE ME MY POWERS WHEN I WAS FIRST BITTEN BY THAT RADIO-ACTIVE SPIDER!
IT WILL BE NEEDED FOR COMPARISON-- TO SEE IF DR. CONNORS' SERUM REALLY CAN STOP THE DETERIORATION OF AUNT MAY'S BLOOD!
THERE! I'LL SLIP IT IN MY BELT TILL IT'S NEEDED! HE WON'T KNOW WHERE IT CAME FROM!
THEN, AS THE MASKED ADVENTURER TURNS TO HIS NEW-FOUND ALLY ONCE MORE...
SO FAR, SO GOOD! I'M GETTING JUST THE REACTION I EXPECTED!
THEN THERE'S ONLY ONE MORE THING TO DO!
WAIT! WHAT ARE YOU DOING?
IT'S ALL RIGHT! I JUST WANT TO TEST IT ON THIS BLOOD SAMPLE!
WHAT BLOOD SAMPLE?
12

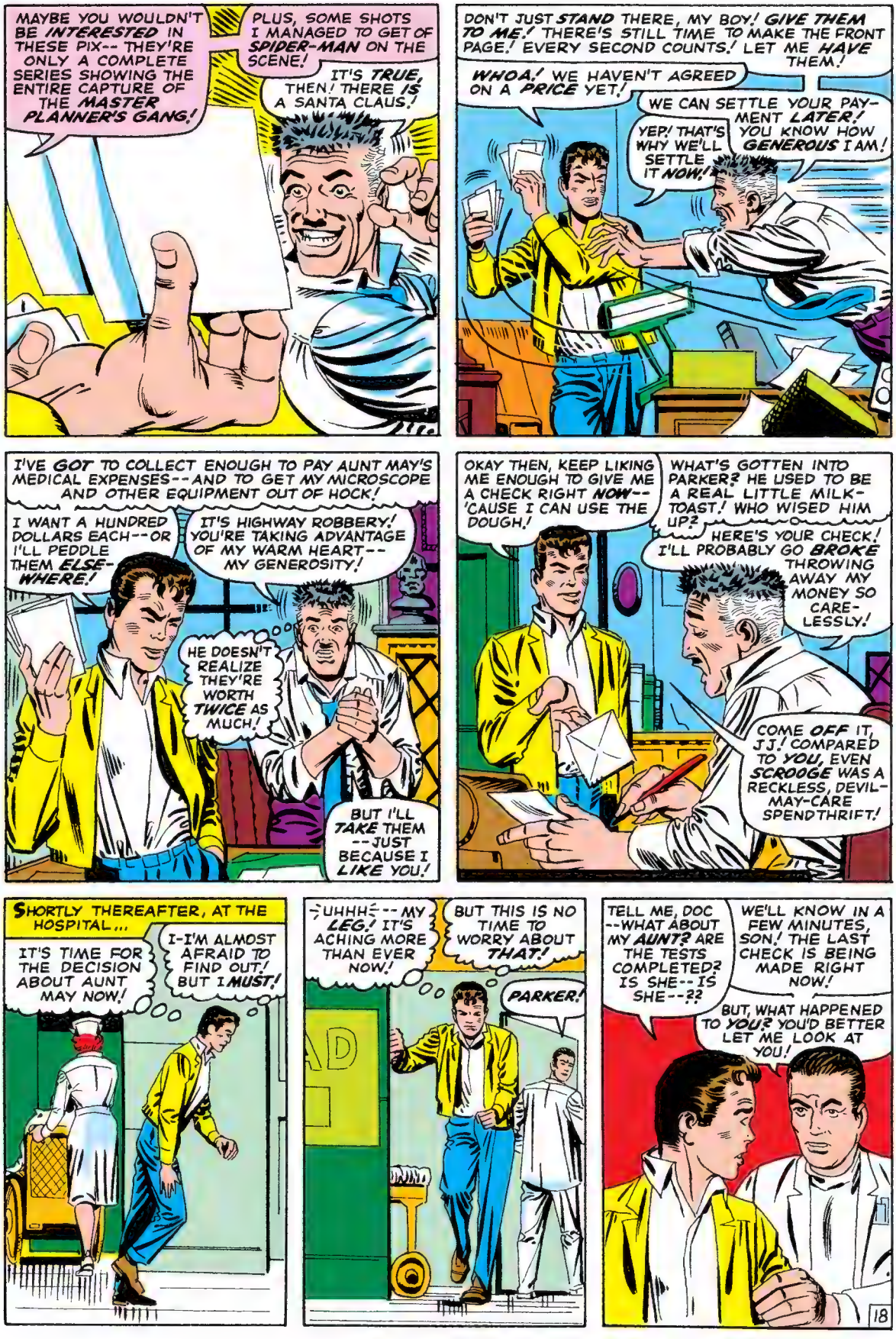

THERE ISN'T TIME TO EXPLAIN NOW--BUT IF THE SERUM WORKS ON THIS, THEN IT WILL PROBABLY BE EFFECTIVE ON THE PATIENT, TOO!
HOW CAN YOU BE SURE IT'S THE SAME TYPE OF BLOOD?
I CAN'T EXPLAIN --BUT IT IS!
THERE! I'VE DONE ALL THAT I CAN! NOW THE REST IS UP TO YOU!
LET ME HAVE IT! WE'LL KNOW THE ANSWER IN A FEW MINUTES!
IT WORKS! THE DETERIORATION OF THE BLOOD WAS INSTANTLY CHECKED WHEN THE SERUM WAS APPLIED!
THEN WE MAY HAVE FOUND THE CURE FOR AUNT MAY!
JUST ONE THING--YOU'VE NEVER TOLD ME WHO THE PATIENT IS! THE SERUM MAY BE AFFECTED BY THE AGE, SEX, OR PHYSICAL CONDITION OF THE ONE IT'S GIVEN TO!
I KNOW! BUT THAT'S THE CHANCE WE HAVE TO TAKE! AT LEAST--THERE'S SOME HOPE NOW!
ONE LAST THING--WOULD YOU CALL THE HOSPITAL AND TELL THEM I'M ON THE WAY WITH THE SERUM? IF A MAN OF YOUR REPUTATION ASKS THEM TO, THEY'LL ALLOW ME TO GIVE IT TO THE DOCTOR IN CHARGE!
OF COURSE I'LL DO IT! GOOD LUCK TO YOU, MY FRIEND!
SECONDS LATER...
WE'VE DONE ALL WE CAN, BUT SHE'S SINKING RAPIDLY!
DOCTOR, THERE'S AN URGENT PHONE CALL FOR YOU!
NO SOONER IS THE PHONE CALL COMPLETED, WHEN...
QUICKLY! I HAVE SOMETHING FOR MRS. PARKER! IS SHE--?
YES, SHE'S STILL ALIVE--BUT JUST BARELY! WE WERE ALREADY INFORMED OF YOUR COMING! GIVE ME THE SERUM!
13


IF THIS CAN STOP THE DETERIORATION OF HER BLOOD, THEN WE'LL BE ABLE TO PERFORM A TRANSFUSION, AND SHE'LL HAVE A FIGHTING CHANCE!
HOW LONG WILL IT BE BEFORE YOU KNOW?
ABOUT TWO HOURS! WE HAVE TO CONDUCT A SERIES OF TESTS TO DETERMINE THE EFFECTIVENESS OF THE SERUM!
TWO HOURS! I COULDN'T BEAR TO STAND HERE THAT LONG--WATCHING--FEARING --DREADING EACH PASSING SECOND--KNOWING THAT EACH COULD BE HER LAST!
I'VE DONE THE BEST I COULD, AUNT MAY! NOW, THERE'S NOTHING LEFT, BUT PRAYER--!
HOLD ON THERE, SPIDER-MAN! I'VE SOME QUESTIONS FOR YOU!
WHAT'S YOUR INTEREST IN THIS MATTER?
LET'S JUST SAY THAT I WAS HELPING--A FRIEND!
I'VE GOT TO KEEP MY MIND OCCUPIED--MUST KEEP BUSY FOR THE NEXT TWO HOURS!
WAIT! I ALMOST FORGOT--!
THE MASTER PLANNER'S GANG! THEY'RE STILL OUT COLD!
I'VE GOT TO DO A LITTLE STAGE SETTING BEFORE THEY RECOVER!
THERE! I SET UP MY CAMERA SO IT WILL LOOK AS THOUGH PETER PARKER TOOK A PICTURE OF SPIDEY LEAVING THE UNDERGROUND EXIT!
AND NOW, THAT INTREPID NEWSHOUND, YOUNG "SCOOP" PARKER, FEARLESSLY SNAPS THE SLEEPING THUGS WHO ARE SPRAWLED DOWN BELOW!

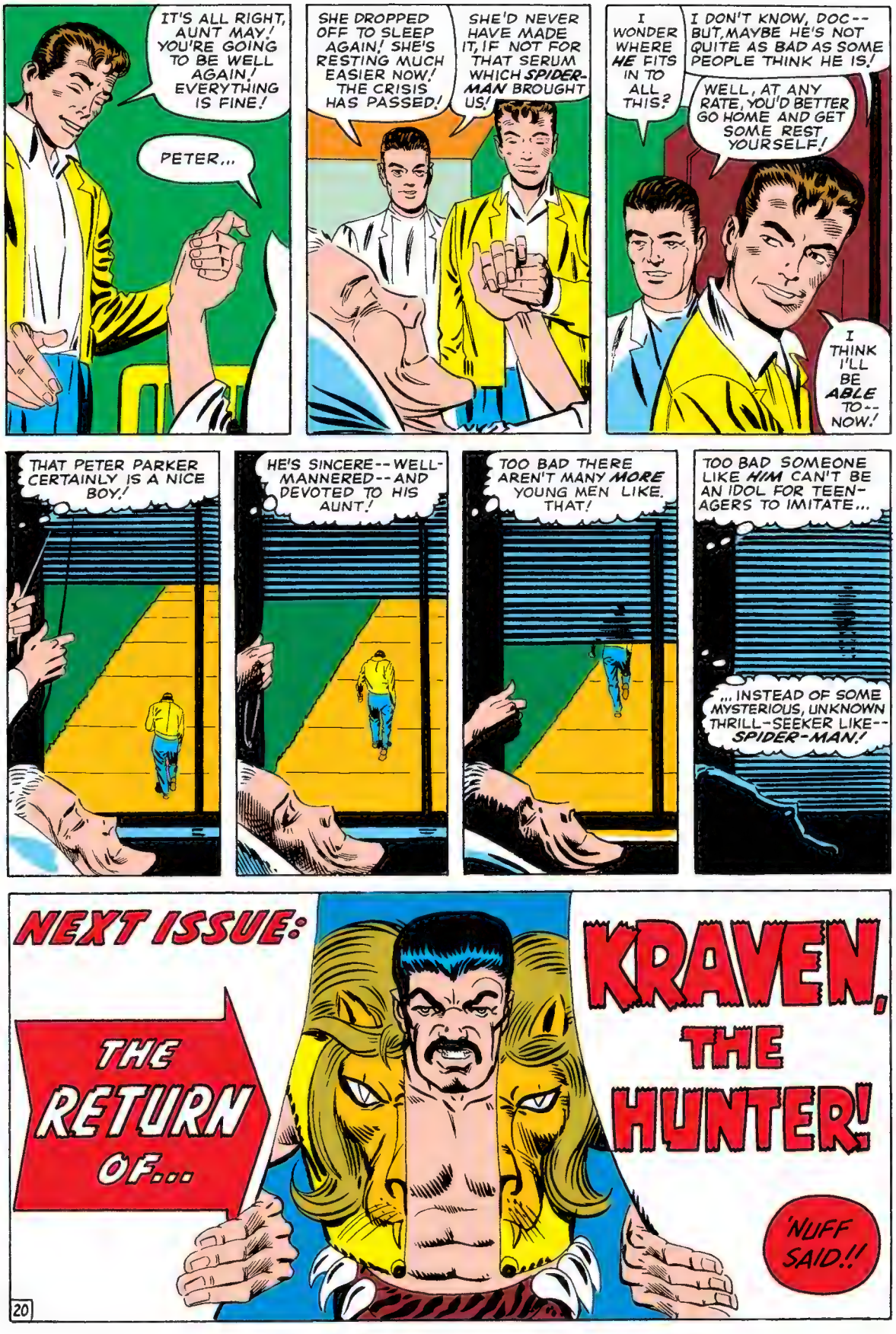

MINUTES LATER, AT THE OFFICES OF THE DAILY BUGLE, CRIME REPORTER FREDERICK FOSWELL GETS AN URGENT CALL...
WHO? DID YOU SAY SPIDER-MAN?? YOU WANT ME TO MEET YOU--RIGHT AWAY?
YOU'VE GOT A TIP FOR ME?!!--I'M ON MY WAY!!
BETTER HOLD THE FRONT PAGE FOR AN EXTRA, MR. JAMESON! I'M ON MY WAY TO GET A SCOOP FROM SPIDER-MAN!
AN EXTRA!! MUSIC TO MY EARS!!
I CAN HEAR THE MONEY ROLLING IN NOW! MAYBE THAT BLASTED WEB-SPINNER'S IN JAIL--OR WORSE--IF I'M LUCKY! OH, WHAT A BEAUTIFUL DAY THIS IS!
MR. JAMESON! YOU'RE SMILING! IS ANYTHING WRONG?
THEN, ON A STREET NEAR THE WATERFRONT...
SLOW DOWN, FOSWELL! YOU'LL LAST LONGER!
YOU!! WHAT ARE YOU DOING UP THERE?
NOTHIN' MUCH! JUST HANGIN' AROUND!
NOW LISTEN CLOSELY! I'VE GOT THE MASTER PLANNER'S GANG ALL SEWED UP BEHIND A HIDDEN TRAP DOOR WHICH I MARKED FOR YOU! THE LEADER WAS DR. OCTOPUS --BUT I LOST HIM WHEN THE PLACE GOT FLOODED!
YOU SHOULD HAVE TOLD ME OVER THE PHONE! I'D HAVE GOTTEN A PHOTOGRAPHER --ALERTED THE POLICE--!
HE DOESN'T SUSPECT MY CAMERA IS ON THE ROOF LEDGE, AUTOMATICALLY SNAPPING THIS WHOLE THING RIGHT NOW!
NO NEED TO ALERT THE POLICE--I ALREADY CALLED THEM! WELL, YOU WON'T NEED ME ANY MORE! THE STORY IS ALL YOURS!
WHEEEEEEEEE
I'LL DOUBLE BACK TO THE ROOF ACROSS THE WAY, AND MAKE SURE I DON'T MISS ANYTHING THAT HAPPENS NEXT!
THERE THEY ARE--LIKE CONTRITE LITTLE SCHOOLBOYS WHO GOT CAUGHT WITH THEIR HANDS IN THE COOKIE JAR!
KEEP WALKING! DON'T BE SHY! WE'VE GOT ROOM IN THE PADDY WAGON FOR ALL OF YOU!

THIS IS PERFECT! THEY'RE MAKING THEM UNMASK -- AND MY TRUSTY LITTLE SNOOPER-SCOPE AND I HAVE A RINGSIDE SEAT!
HOOO BOY! THERE'LL BE A LOT OF BARE POST OFFICE WALLS WHEN THOSE CHARACTERS GET TAKEN OUT OF CIRCULATION!
IT'LL BE LIKE OLD HOME WEEK AT SING SING WHEN YOU CUT-UPS COME MARCHING IN!
WE'LL HAVE TO DISPATCH A DIVER DOWN BELOW TO SEE IF THERE'S ANY TRACE OF DR. OCTOPUS!
IF HE'S ANYWHERE IN THE VICINITY, WE'LL FIND HIM, CHARLIE! BUT, MY GUESS IS THAT HE'S MILES FROM HERE BY NOW!
THAT IS, IF HE SURVIVED THE CAVE-IN!
THAT'S THAT! THIS SQUARES ME WITH FOSWELL, AND IT MAKES UP FOR MY SUSPECTING HIM OF BEING THE CRIME-MASTER*!
NOW TO GET THESE PIX TO JAMESON -- ON THE DOUBLE!
*AS WE SAW A FEW ISSUES AGO -- STAN.
SECONDS LATER, THERE'S FRANTIC JUBILATION IN THE CITY ROOM OF THE DAILY BUGLE....!
THE MASTER PLANNER GANG CAPTURED -- THE IDENTITY OF THE LEADER REVEALED -- AND MY PAPER HAS THE STORY FIRST!
THAT'S GREAT, FOSWELL! I KNEW YOU COULD DO IT!
BETTER NOT PRAISE HIM TOO MUCH -- HE'S LIABLE TO HIT ME FOR A RAISE!
BUT YOU SHOULD HAVE GOTTEN PICTURES! IF ONLY WE HAD PHOTOS!
AND, SPEAKING OF PHOTOS...
HE MUST HAVE THE STORY BY NOW! HE'LL BE HUNGRY FOR MY PHOTOS!
DARN LEG IS STILL ACHING! I OUGHT TO STAY OFF IT!
OH! THERE'S PETER! I'VE BEEN HOPING TO -- BUT WHAT'S WRONG WITH HIS LEG?? HE'S BEEN HURT!
PETER! PETER -- WAIT! IT'S ME -- BETTY! I WANT TO TALK TO YOU...!
OH NO! NOT NOW! I DON'T WANT TO HAVE TO FACE HER NOW!
16

PETER! YOUR FACE! WHAT HAPPENED TO IT??
NOTHING MUCH! I JUST HAD A TOUGH TIME GETTING A NEW SET OF NEWS PHOTOS FOR JAMESON!
SOMETIMES A GUY'S LUCK JUST RUNS OUT!
BUT THERE'S NO NEED TO MAKE A FEDERAL CASE OUT OF IT! SELLING PHOTOS IS IMPORTANT TO ME--I NEED THE EXTRA MONEY! AND, IF I HAVE TO GET SLAPPED AROUND ONCE IN A WHILE, IT'S PART OF THE JOB!
I'M NOT COMPLAINING! AND I'M NOT QUITTING MY WORK, EITHER!
HEARING PETER'S GRIMLY-SPOKEN WORDS HAS A DRAMATIC EFFECT ON BETTY BRANT... AN EFFECT HE KNEW IT WOULD HAVE! HER MIND RACES BACK TO HER BROTHER--THE BROTHER WHOM SHE LOVED, BUT LOST--BECAUSE HE TOO WOULDN'T GIVE UP THE DANGEROUS LIFE HE WANTED TO LEAD!
ONCE BEFORE I LOST SOMEONE--SOMEONE WHO MEANT THE WORLD TO ME--BECAUSE HE WANTED TO LIVE DANGEROUSLY!
I COULDN'T BEAR THAT HEART-BREAK AGAIN! I COULDN'T BEAR TO LOSE ANOTHER! IT'S TOO MUCH TO ASK--TOO MUCH FOR A GIRL TO HAVE TO ENDURE!
PETER! PETER! WHY DO YOU HAVE THAT STUBBORN STREAK?? WHY CAN'T YOU STICK TO YOUR STUDIES? WHY MUST YOU ALWAYS CRAVE ACTION??
NOW, MORE THAN EVER, I REALIZE I'M NO GOOD FOR BETTY--I NEVER WILL BE! IF SHE FEELS THIS WAY ABOUT PETER PARKER--HOW WOULD SHE REACT IF SHE LEARNED ABOUT SPIDER-MAN?!!
NOW LISTEN, FOSWELL... STAY AT HEADQUARTERS IN CASE ANYTHING ELSE BREAKS! THIS IS THE SCOOP OF THE YEAR, AND I WANT TO MILK IT FOR ALL IT'S WORTH!
WHAT HAPPENED TO YOU, PARKER? YOU LOOK LIKE SOMETHING THE CAT DRAGGED IN!
I'M NOT HERE TO ENTER A BEAUTY CONTEST, MISTER JAMESON! I'VE GOT SOMETHING FOR YOU!
WELL? WHAT DO YOU EXPECT--A BRASS BAND? LET'S SEE!
I'LL CALL YOU LATER, FOSWELL!


MAYBE YOU WOULDN'T BE INTERESTED IN THESE PIX-- THEY'RE ONLY A COMPLETE SERIES SHOWING THE ENTIRE CAPTURE OF THE MASTER PLANNER'S GANG!
PLUS, SOME SHOTS I MANAGED TO GET OF SPIDER-MAN ON THE SCENE!
IT'S TRUE, THEN! THERE IS A SANTA CLAUS!
DON'T JUST STAND THERE, MY BOY! GIVE THEM TO ME! THERE'S STILL TIME TO MAKE THE FRONT PAGE! EVERY SECOND COUNTS! LET ME HAVE THEM!
WHOA! WE HAVEN'T AGREED ON A PRICE YET!
WE CAN SETTLE YOUR PAYMENT LATER! YOU KNOW HOW GENEROUS I AM!
YEP! THAT'S WHY WE'LL SETTLE IT NOW!
I'VE GOT TO COLLECT ENOUGH TO PAY AUNT MAY'S MEDICAL EXPENSES--AND TO GET MY MICROSCOPE AND OTHER EQUIPMENT OUT OF HOCK!
I WANT A HUNDRED DOLLARS EACH--OR I'LL PEDDLE THEM ELSEWHERE!
IT'S HIGHWAY ROBBERY! YOU'RE TAKING ADVANTAGE OF MY WARM HEART--MY GENEROSITY!
HE DOESN'T REALIZE THEY'RE WORTH TWICE AS MUCH!
BUT I'LL TAKE THEM--JUST BECAUSE I LIKE YOU!
OKAY THEN, KEEP LIKING ME ENOUGH TO GIVE ME A CHECK RIGHT NOW--'CAUSE I CAN USE THE DOUGH!
WHAT'S GOTTEN INTO PARKER? HE USED TO BE A REAL LITTLE MILK-TOAST! WHO WISED HIM UP?
HERE'S YOUR CHECK! I'LL PROBABLY GO BROKE THROWING AWAY MY MONEY SO CARELESSLY!
COME OFF IT, JJ! COMPARED TO YOU, EVEN SCROOGE WAS A RECKLESS, DEVIL-MAY-CARE SPENDTHRIFT!
SHORTLY THEREAFTER, AT THE HOSPITAL...
IT'S TIME FOR THE DECISION ABOUT AUNT MAY NOW!
I-I'M ALMOST AFRAID TO FIND OUT! BUT I MUST!
UHHH--MY LEG! IT'S ACHING MORE THAN EVER NOW!
BUT THIS IS NO TIME TO WORRY ABOUT THAT!
PARKER!
TELL ME, DOC --WHAT ABOUT MY AUNT? ARE THE TESTS COMPLETED? IS SHE--IS SHE--??
WE'LL KNOW IN A FEW MINUTES, SON! THE LAST CHECK IS BEING MADE RIGHT NOW!
BUT, WHAT HAPPENED TO YOU? YOU'D BETTER LET ME LOOK AT YOU!
18

I'M OKAY, DOC! I JUST MIXED IT UP WITH A FEW OTHER FELLAS, THAT'S ALL! NOTHING WORTH MENTIONING!
WHY NOT LET ME BE THE JUDGE OF THAT? JUST OPEN YOUR SHIRT, PARKER, AND I'LL HAVE A LOOK AT YOU!
I CAN'T FLATLY REFUSE WITHOUT AROUSING HIS SUSPICIONS!
A FEW MINUTES LATER...
YOU SEEM SOUND ENOUGH, BUT YOU'RE ON THE VERGE OF COMPLETE EXHAUSTION! YOU SHOULD BE IN BED!
I AM PRETTY TIRED, DOC--BUT I'VE JUST GOT TO FIND OUT ABOUT AUNT MAY, FIRST!
LUCKY FOR ME HE DIDN'T WANT TO CHECK MY BLOOD!
HERE, DRINK THIS, SON! IT'LL RELAX YOU A BIT--AND REMEMBER--GET SOME REST AS SOON AS POSSIBLE!
DOC, ONCE I LEAVE HERE, NOBODY'LL HAVE TO TELL ME TWICE!
DOCTOR--WE HAVE THE FINAL SERIES OF TEST RESULTS ON MAY PARKER! WILL YOU LOOK AT THEM NOW?
OF COURSE! COME WITH ME, MY BOY!
THIS IS IT!
GOOD NEWS! THE SERUM HAS STOPPED THE BLOOD DETERIORATION! THE REPORTS ARE ALL FAVORABLE!
WITH LUCK, WE EXPECT HER TO PULL THRU!
I DIDN'T LET YOU DOWN THIS TIME, AUNT MAY! I DIDN'T FAIL YOU!
SHE'S MOVING!
PETER...

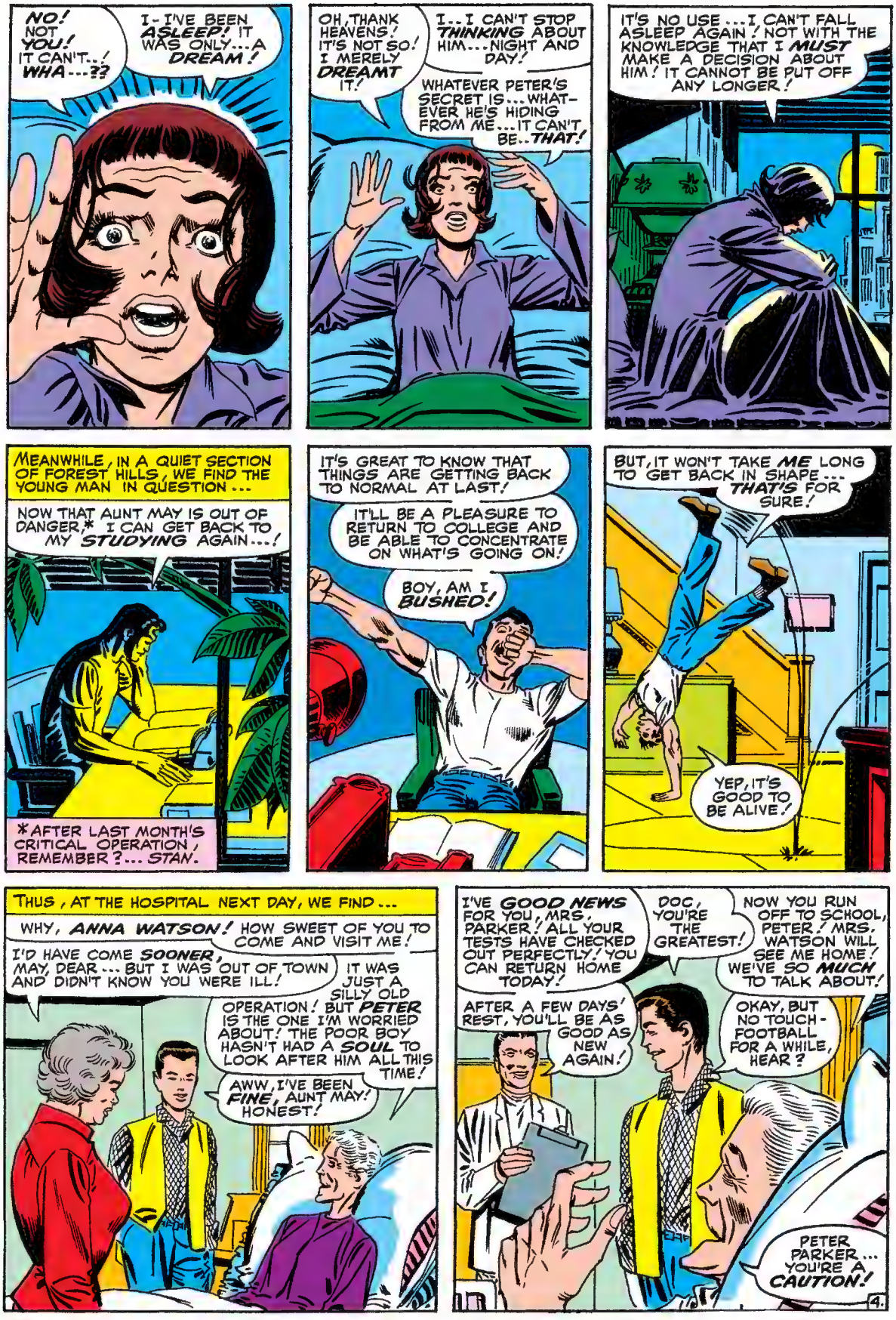

IT'S ALL RIGHT, AUNT MAY! YOU'RE GOING TO BE WELL AGAIN! EVERYTHING IS FINE!
PETER...
SHE DROPPED OFF TO SLEEP AGAIN! SHE'S RESTING MUCH EASIER NOW! THE CRISIS HAS PASSED!
SHE'D NEVER HAVE MADE IT, IF NOT FOR THAT SERUM WHICH SPIDER-MAN BROUGHT US!
I WONDER WHERE HE FITS IN TO ALL THIS?
I DON'T KNOW, DOC-- BUT, MAYBE HE'S NOT QUITE AS BAD AS SOME PEOPLE THINK HE IS!
WELL, AT ANY RATE, YOU'D BETTER GO HOME AND GET SOME REST YOURSELF!
I THINK I'LL BE ABLE TO-- NOW!
THAT PETER PARKER CERTAINLY IS A NICE BOY!
HE'S SINCERE--WELL-MANNERED--AND DEVOTED TO HIS AUNT!
TOO BAD THERE AREN'T MANY MORE YOUNG MEN LIKE THAT!
TOO BAD SOMEONE LIKE HIM CAN'T BE AN IDOL FOR TEEN-AGERS TO IMITATE...
... INSTEAD OF SOME MYSTERIOUS, UNKNOWN THRILL-SEEKER LIKE-- SPIDER-MAN!
NEXT ISSUE:
THE RETURN OF...
KRAVEN, THE HUNTER!
'NUFF SAID!!

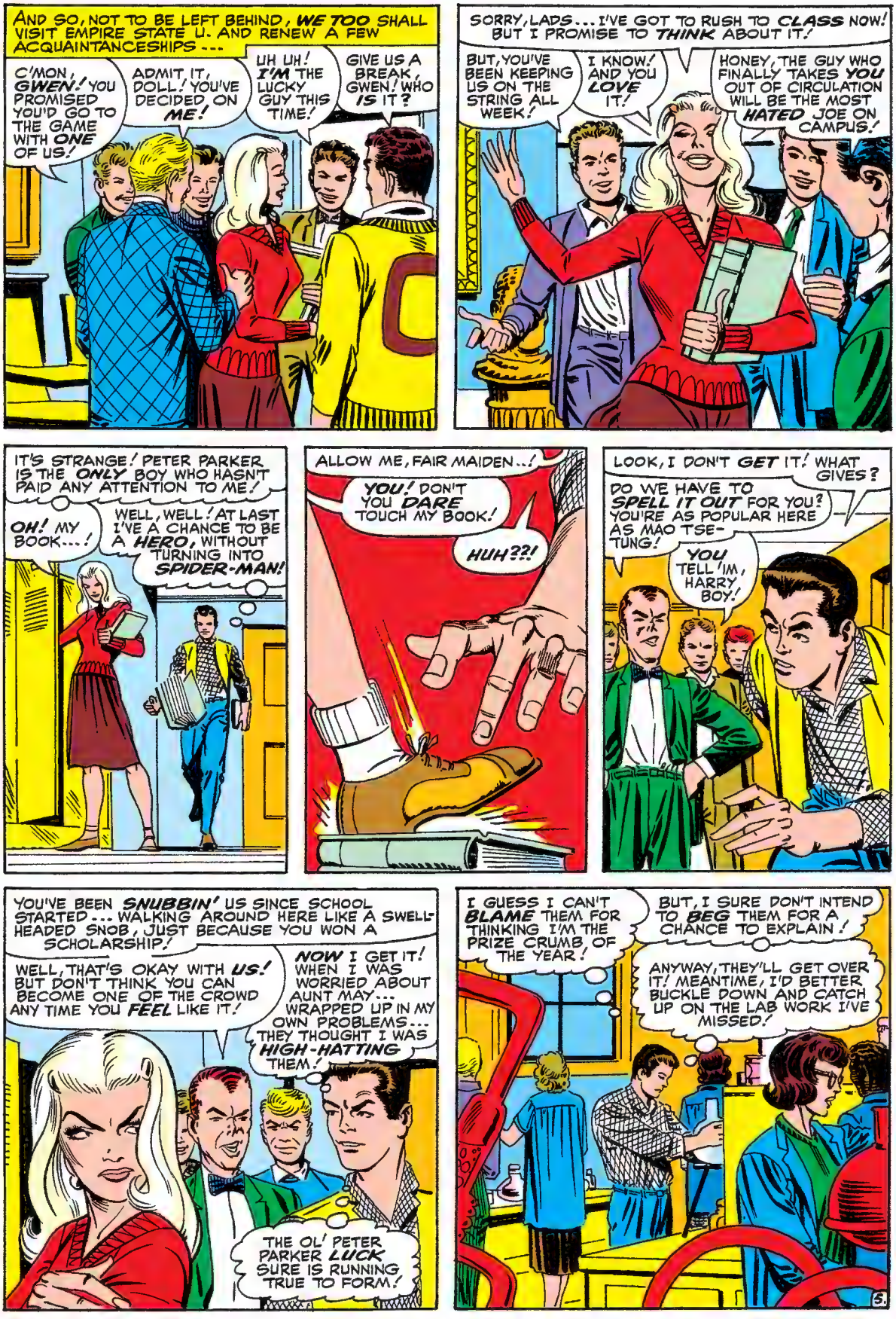
the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
IND.
MARVEL COMICS GROUP
34 MAR
"THE THRILL OF THE HUNT!"

THE AMAZING SPIDER-MAN!
"The THRILL of THE HUNT!"
FEATURING: THE SOMEWHAT MAGNIFICENT MENACE OF KRAVEN the HUNTER!
MY TROPHY ROOM! EVERY WILD BEAST THAT WALKS, CLIMBS, OR CRAWLS, I'VE BEATEN WITH MY BARE HANDS!
...AND YET, THE GREATEST PRIZE OF ALL IS STILL DENIED ME!
SCRIPTED and EDITED BY: STAN LEE
PLOTTED and ILLUSTRATED BY: STEVE DITKO
LETTERED and RELISHED BY: SAM ROSEN

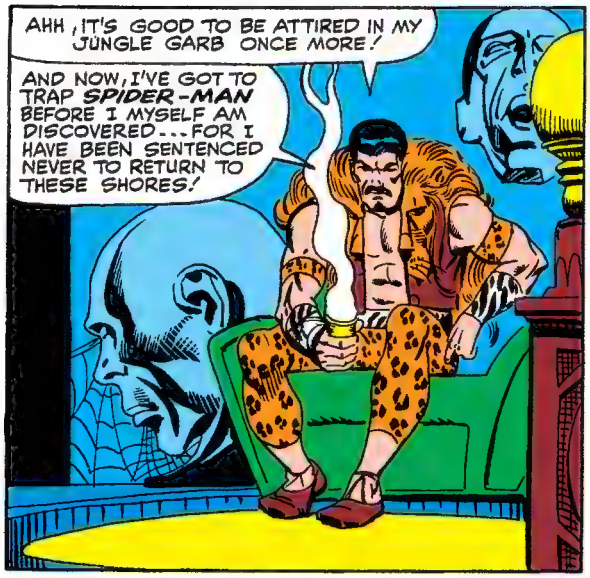
I CAN ENDURE THE FRUSTRATION NO LONGER! I MUST BATTLE AND DEFEAT MY GREATEST MORTAL ENEMY---OR ELSE, EVERYTHING THAT HAS GONE BEFORE IS BUT A HOLLOW MOCKERY!
THE MASK OF SPIDER-MAN MUST ONE DAY COVER THAT PLASTER HEAD---EVEN IF I PAY FOR THE VICTORY WITH MY VERY LIFE!
ONLY I KNOW THE SECRET OF MY SPECIAL JUNGLE HERBS.. MY WONDROUS POTIONS OF POWER!
THEY GIVE ME THE STRENGTH OF THE MIGHTIEST JUNGLE BEASTS.. THE STRENGTH WHICH CAN MATCH SPIDER-MAN'S OWN!
HIS RIPPLING MUSCLES ALMOST BURSTING WITH NEW POWER AND ENERGY, KRAVEN LOOKS ABOUT HIM FOR A FOE--- FOR HE NEEDS COMBAT, AS OTHER MEN NEED AIR TO BREATHE!
A ROGUE LION, SEEKING A KILL!
LOOK NO FURTHER, SIMBA! YOU HAVE FOUND YOUR PREY!
BUT, NEVER HAS ANY PREY BEEN SO EAGER... SO ANXIOUS TO MEET YOUR DEADLY CHALLENGE!
GRRRRRRR
NEVER HAS ANY PREY POSSESSED STRENGTH ENOUGH TO MEET YOUR ATTACK HEAD-ON... AND TO HURL YOU AWAY WITH THE SPEED OF A SERPENT!
2.

THEN, SCANT SECONDS LATER...
FLEE, SIMBA! I ALLOW YOU TO RUN OFF AND LICK YOUR WOUNDS.. BUT MY NEXT VICTIM WILL BE FAR LESS LUCKY!
DAYS LATER, AT THE BUSTLING PORT OF NAIROBI...
ONCE I'VE DELIVERED MY FOUR-LEGGED CAPTIVES TO A ZOO IN AMERICA, I'LL BE FREE TO BEGIN THE GREATEST HUNT OF ALL..!
THE HUNT FOR SPIDER-MAN!
MEANWHILE, AN OCEAN AWAY, WE FIND A STARTLING, UNEXPECTED TABLEAU UNFOLDING BEFORE OUR INCREDULOUS EYES...!
I KNOW YOU'RE KEEPING SOME TERRIBLE SECRET FROM ME! YOU MUST TELL ME WHAT IT IS, PETER! YOU MUST!
VERY WELL, BETTY! YOU HAVE THE RIGHT TO KNOW...!
GET A GOOD GRIP ON YOURSELF, BETTY! THIS MAY BE A SHOCK TO YOU..!
PETER!!!
PETER? THAT'S JUST ONE OF THE NAMES I'M KNOWN BY..!
OH NO... NO!
I ALSO ANSWER TO ANOTHER NAME...
...THE NAME OF... SPIDER-MAN!
NOT YOU, PETER! NOT YOU!
3.


NO! NOT YOU! IT CAN'T..! WHA---??
I-I'VE BEEN ASLEEP! IT WAS ONLY...A DREAM!
OH, THANK HEAVENS! IT'S NOT SO! I MERELY DREAMT IT!
I..I CAN'T STOP THINKING ABOUT HIM...NIGHT AND DAY!
WHATEVER PETER'S SECRET IS...WHATEVER HE'S HIDING FROM ME...IT CAN'T BE..THAT!
IT'S NO USE...I CAN'T FALL ASLEEP AGAIN! NOT WITH THE KNOWLEDGE THAT I MUST MAKE A DECISION ABOUT HIM! IT CANNOT BE PUT OFF ANY LONGER!
MEANWHILE, IN A QUIET SECTION OF FOREST HILLS, WE FIND THE YOUNG MAN IN QUESTION...
NOW THAT AUNT MAY IS OUT OF DANGER,* I CAN GET BACK TO MY STUDYING AGAIN...!
*AFTER LAST MONTH'S CRITICAL OPERATION, REMEMBER?... STAN.
IT'S GREAT TO KNOW THAT THINGS ARE GETTING BACK TO NORMAL AT LAST!
IT'LL BE A PLEASURE TO RETURN TO COLLEGE AND BE ABLE TO CONCENTRATE ON WHAT'S GOING ON!
BOY, AM I BUSHED!
BUT, IT WON'T TAKE ME LONG TO GET BACK IN SHAPE... THAT'S FOR SURE!
YEP, IT'S GOOD TO BE ALIVE!
THUS, AT THE HOSPITAL NEXT DAY, WE FIND...
WHY, ANNA WATSON! HOW SWEET OF YOU TO COME AND VISIT ME!
I'D HAVE COME SOONER, MAY, DEAR... BUT I WAS OUT OF TOWN AND DIDN'T KNOW YOU WERE ILL!
IT WAS JUST A SILLY OLD OPERATION! BUT PETER IS THE ONE I'M WORRIED ABOUT! THE POOR BOY HASN'T HAD A SOUL TO LOOK AFTER HIM ALL THIS TIME!
AWW, I'VE BEEN FINE, AUNT MAY! HONEST!
I'VE GOOD NEWS FOR YOU, MRS. PARKER! ALL YOUR TESTS HAVE CHECKED OUT PERFECTLY! YOU CAN RETURN HOME TODAY!
DOC, YOU'RE THE GREATEST!
NOW YOU RUN OFF TO SCHOOL, PETER! MRS. WATSON WILL SEE ME HOME! WE'VE SO MUCH TO TALK ABOUT!
AFTER A FEW DAYS' REST, YOU'LL BE AS GOOD AS NEW AGAIN!
OKAY, BUT NO TOUCH-FOOTBALL FOR A WHILE, HEAR?
PETER PARKER... YOU'RE A CAUTION!
4.

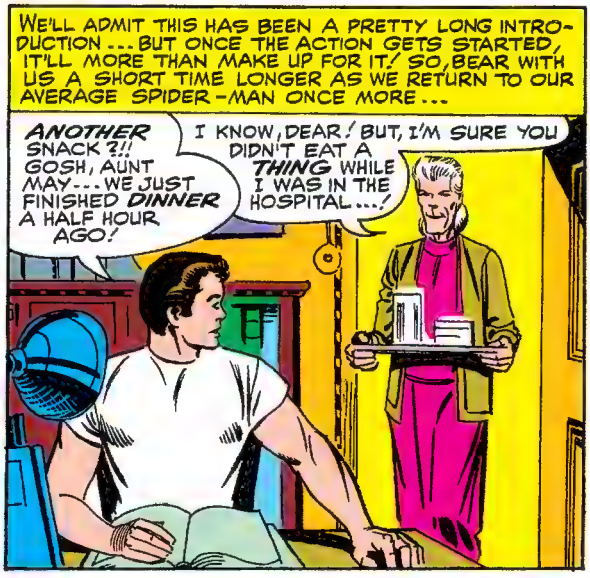

AND SO, NOT TO BE LEFT BEHIND, WE TOO SHALL VISIT EMPIRE STATE U. AND RENEW A FEW ACQUAINTANCESHIPS ---
C'MON, GWEN! YOU PROMISED YOU'D GO TO THE GAME WITH ONE OF US!
ADMIT IT, DOLL! YOU'VE DECIDED ON ME!
UH UH! I'M THE LUCKY GUY THIS TIME!
GIVE US A BREAK, GWEN! WHO IS IT?
SORRY, LADS... I'VE GOT TO RUSH TO CLASS NOW! BUT I PROMISE TO THINK ABOUT IT!
BUT, YOU'VE BEEN KEEPING US ON THE STRING ALL WEEK!
I KNOW! AND YOU LOVE IT!
HONEY, THE GUY WHO FINALLY TAKES YOU OUT OF CIRCULATION WILL BE THE MOST HATED JOE ON CAMPUS!
IT'S STRANGE! PETER PARKER IS THE ONLY BOY WHO HASN'T PAID ANY ATTENTION TO ME!
OH! MY BOOK...!
WELL, WELL! AT LAST I'VE A CHANCE TO BE A HERO, WITHOUT TURNING INTO SPIDER-MAN!
ALLOW ME, FAIR MAIDEN...!
YOU! DON'T YOU DARE TOUCH MY BOOK!
HUH??!
LOOK, I DON'T GET IT! WHAT GIVES?
DO WE HAVE TO SPELL IT OUT FOR YOU? YOU'RE AS POPULAR HERE AS MAO TSE-TUNG!
YOU TELL 'IM, HARRY BOY!
YOU'VE BEEN SNUBBIN' US SINCE SCHOOL STARTED... WALKING AROUND HERE LIKE A SWELL-HEADED SNOB, JUST BECAUSE YOU WON A SCHOLARSHIP!
WELL, THAT'S OKAY WITH US! BUT DON'T THINK YOU CAN BECOME ONE OF THE CROWD ANY TIME YOU FEEL LIKE IT!
NOW I GET IT! WHEN I WAS WORRIED ABOUT AUNT MAY... WRAPPED UP IN MY OWN PROBLEMS... THEY THOUGHT I WAS HIGH-HATTING THEM!
THE OL' PETER PARKER LUCK SURE IS RUNNING TRUE TO FORM!
I GUESS I CAN'T BLAME THEM FOR THINKING I'M THE PRIZE CRUMB OF THE YEAR!
BUT, I SURE DON'T INTEND TO BEG THEM FOR A CHANCE TO EXPLAIN!
ANYWAY, THEY'LL GET OVER IT! MEANTIME, I'D BETTER BUCKLE DOWN AND CATCH UP ON THE LAB WORK I'VE MISSED!
5

I GUESS WE TOLD THAT EGG-HEAD WHERE TO GET OFF, EH, GWEN?
I GUESS SO, HARRY!
BUT, I WONDER WHY I FEEL A BIT ASHAMED OF MYSELF!
AFTER ALL, HE HAS COLD-SHOULDERED ALL OF US EVER SINCE HE CAME TO E.S.U.! AND YET...
PERHAPS HE HAD A REASON! PERHAPS WE JUST DON'T UNDERSTAND..!
THAT GWEN IS A KNOCKOUT! IF ONLY... AW, WHAT'S THE USE?!!
BUT HE COULDN'T CARE LESS! LOOK AT HIM BENDING OVER THOSE TEST-TUBES! HE DOESN'T EVEN KNOW I EXIST!
WELL, MR. PETER PARKER... JUST YOU WAIT!
LATER, AFTER CLASS HAS ENDED...
POLICE SIRENS! SOMETHING MUST HAVE HAPPENED! LOOK AT THEM GO!
WHEEEEEEEE
IT'LL ONLY TAKE ME A COUPLE OF SECONDS TO CHANGE TO SPIDER-MAN!
THEN, I CAN ZIP AFTER THEM AND GET SOME PHOTOS OF THE ACTION!
AWW, COME TO THINK OF IT, WHY BOTHER?
I'VE STILL GOT SOME MONEY LEFT FROM THE LAST PIX I SOLD TO JAMESON... AND AUNT MAY WILL BE WAITING FOR ME!
SO, I'LL JUST GO HOME AND STUDY, LIKE ANYONE ELSE!
PETER PARKER... "AVERAGE AMERICAN"! THAT'S ME!
BUT, OUR "AVERAGE AMERICAN'S" SELF-IMPOSED VACATION IS DESTINED TO END MUCH SOONER THAN HE SUSPECTS! FOR, NOT LONG AFTERWARDS...
THIS IS THE PLACE! I KNEW I'D FIND IT AGAIN!
IT'S THE CHAMELEON'S LAST HIDEOUT... THE ONE HE USED WHEN THE TWO OF US TEAMED UP!
I DON'T CARE WHAT HAPPENED TO HIM, SO LONG AS HE STAYS AWAY TILL MY MISSION IS OVER!
FOR, THE TIME HAS COME FOR KRAVEN TO BEGIN HIS GREATEST HUNT!
6.


AHH, IT'S GOOD TO BE ATTIRED IN MY JUNGLE GARB ONCE MORE!
AND NOW, I'VE GOT TO TRAP SPIDER-MAN BEFORE I MYSELF AM DISCOVERED---FOR I HAVE BEEN SENTENCED NEVER TO RETURN TO THESE SHORES!

BUT, IT IS WORTH THE RISK---WORTH WHATEVER PRICE I MAY HAVE TO PAY---TO DESTROY THE ONE I LOATHE THE MOST IN ALL THE WORLD!
NOW, I MUST FIND A WAY TO MAKE HIM WANT TO FIGHT ME! I NEED BAIT... JUST THE RIGHT BAIT FOR SO DANGEROUS A QUARRY!

THEN, AFTER LONG HOURS OF CAREFUL PLANNING.. SCHEMING...
I HAVE IT! THE PERFECT LURE! JUST THE THING TO LEAD HIM TO MY TRAP... AND THEN, THE HUNT SHALL BEGIN!


WE'LL ADMIT THIS HAS BEEN A PRETTY LONG INTRODUCTION---BUT ONCE THE ACTION GETS STARTED, IT'LL MORE THAN MAKE UP FOR IT! SO, BEAR WITH US A SHORT TIME LONGER AS WE RETURN TO OUR AVERAGE SPIDER-MAN ONCE MORE...
ANOTHER SNACK?!! GOSH, AUNT MAY---WE JUST FINISHED DINNER A HALF HOUR AGO!
I KNOW, DEAR! BUT, I'M SURE YOU DIDN'T EAT A THING WHILE I WAS IN THE HOSPITAL...!

THAT'S IT, PETER! A BOY YOUR AGE NEEDS A LOT OF NOURISHMENT! ESPECIALLY SINCE YOU'VE BEEN STUDYING SO HARD!
IN FACT, I WONDER IF IT WOULDN'T BE A GOOD IDEA FOR YOU TO HAVE A HOBBY? SOMETHING TO HELP YOU RELAX FROM YOUR STUDIES!
NOW DON'T YOU WORRY ABOUT IT, AUNT MAY! IT HAPPENS THAT I DO HAVE A LITTLE HOBBY!
LIKE SWINGING ACROSS ROOFTOPS, AND CLIMBING UP WALLS!

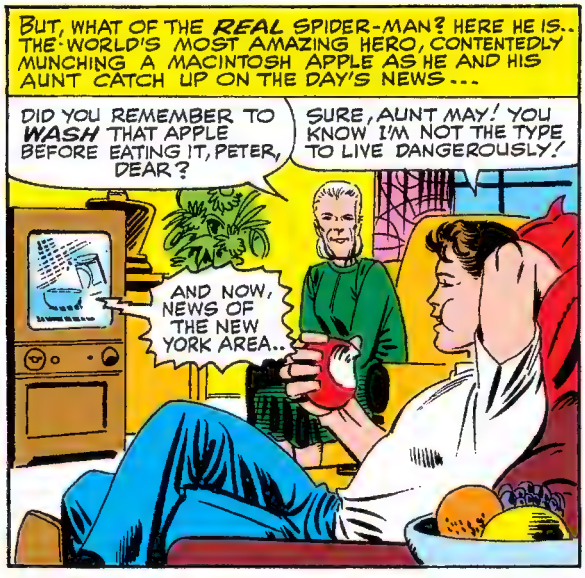
OKAY, WEB-SPINNERS! YOU'VE BEEN PATIENT WITH US TILL NOW, AND HERE'S WHERE IT STARTS PAYING OFF...! AS A COMMANDING VOICE HAILS A TAXI, A SILENT, COSTUMED FIGURE LURKS IN THE SHADOWS...
TAXI! I SAID TAXI! THIS IS J. JONAH JAMESON!
IT'S HIM... AT LAST!

WHAT'S YOUR HURRY, JAMESON?
SPIDER-MAN!!
IN PERSON, MISTER!

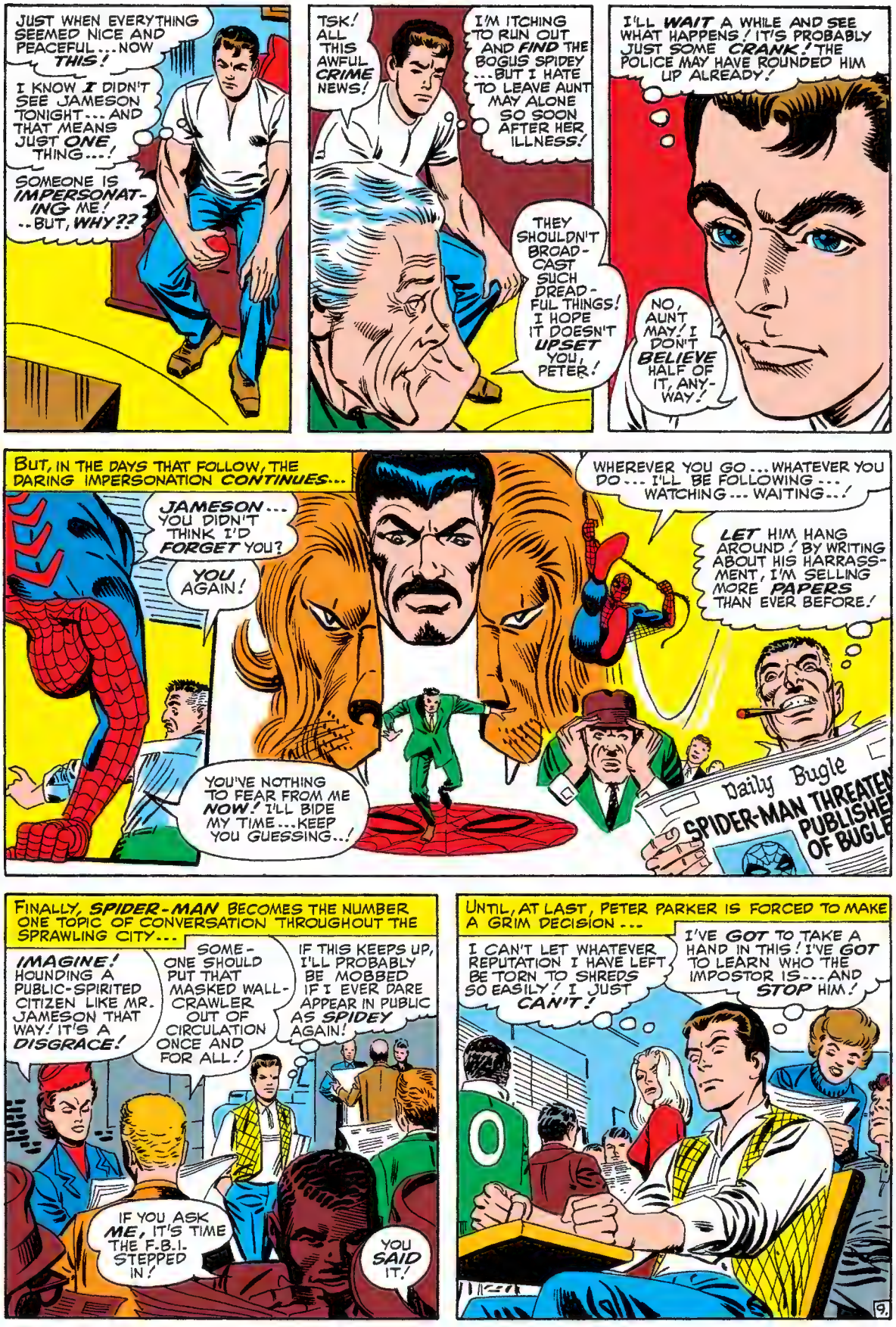
NO! GO AWAY! YOU CAN'T ATTACK ME IN THE MIDDLE OF THE STREET LIKE THIS! HELP! SOMEBODY GET HIM AWAY FROM ME!
STOP SCREAMING, YOU COWARD! I JUST WANT TO TALK TO YOU! WAIT...COME BACK HERE!
NO! YOU'RE OUT TO GET ME... BECAUSE OF THE EDITORIALS I'VE WRITTEN AGAINST YOU!
YOU FOOL! BECAUSE OF YOUR SHOUTS, A WHOLE CROWD HAS GATHERED!

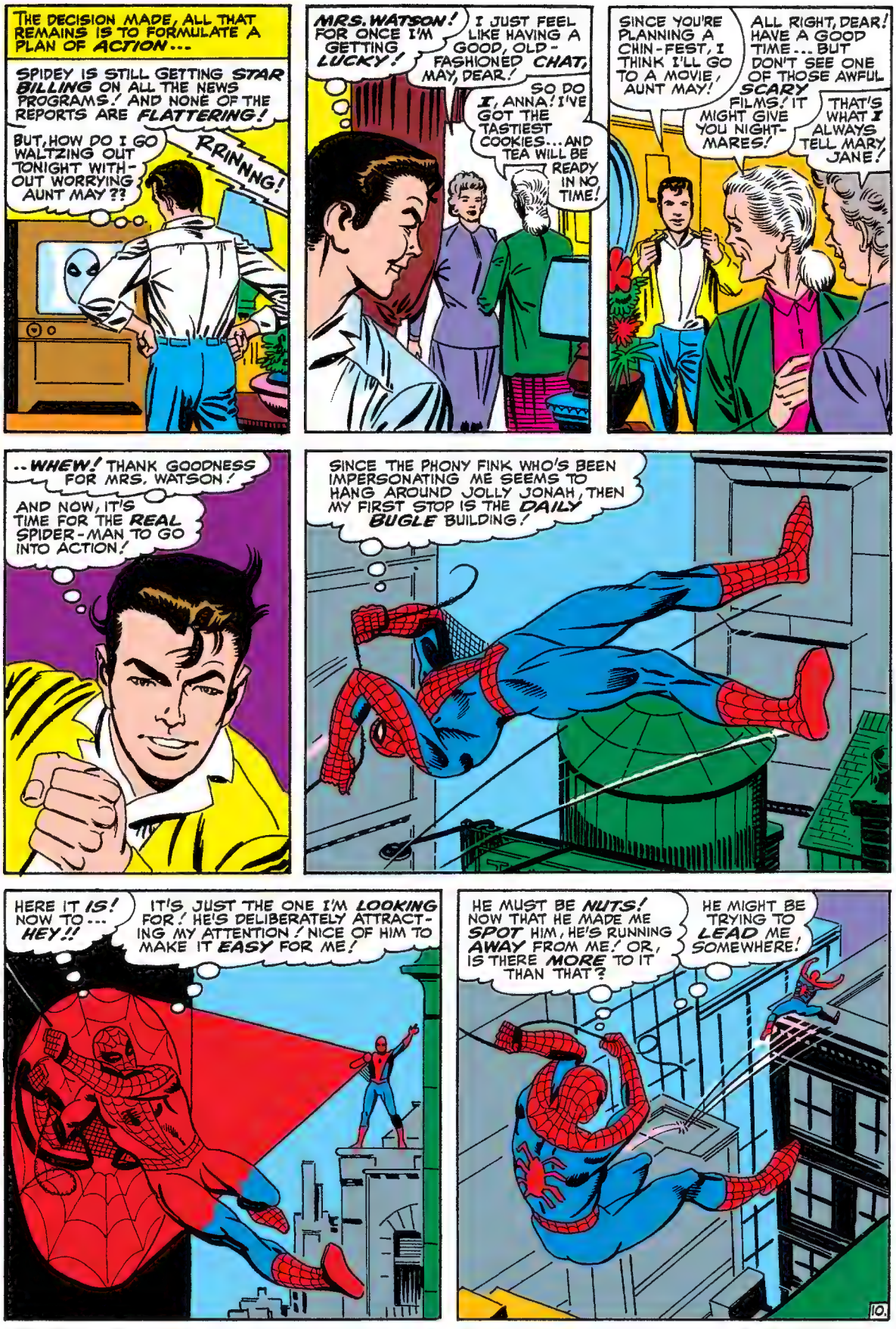
SOMEBODY CALL THE POLICE! SPIDER-MAN IS ASSAULTING JONAH JAMESON!
TOO MANY PEOPLE! CAN'T AFFORD TO REMAIN! BUT I'LL BE BACK, JAMESON... YOU'LL SEE!
HAH! I ALWAYS KNEW YOU WERE YELLOW! I SCARED YOU AWAY! DID YOU ALL SEE THAT? SPIDER-MAN RAN FROM ME!

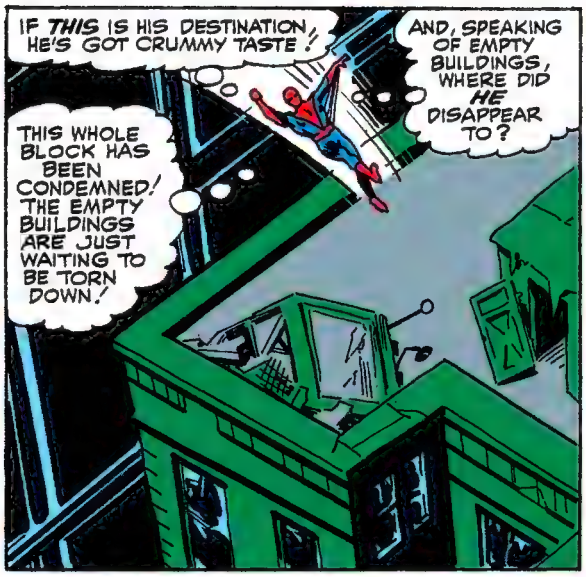
BUT, MOMENTS LATER, ON A NEARBY ROOFTOP, WE SEE...
IT WORKED! I FOOLED THEM ALL! ONLY SPIDER-MAN WILL KNOW I WAS AN IMPOSTOR... AND THEN HE HIMSELF IS SURE TO COME AFTER ME... FALLING INTO MY TRAP!


BUT, WHAT OF THE REAL SPIDER-MAN? HERE HE IS.. THE WORLD'S MOST AMAZING HERO, CONTENTEDLY MUNCHING A MACINTOSH APPLE AS HE AND HIS AUNT CATCH UP ON THE DAY'S NEWS...
DID YOU REMEMBER TO WASH THAT APPLE BEFORE EATING IT, PETER, DEAR?
SURE, AUNT MAY! YOU KNOW I'M NOT THE TYPE TO LIVE DANGEROUSLY!
AND NOW, NEWS OF THE NEW YORK AREA..

IT HAS JUST BEEN LEARNED THAT J. JONAH JAMESON, PROMINENT NEWSPAPER PUBLISHER AND MAN-ABOUT-TOWN, WAS ATTACKED BY SPIDER-MAN AS THE COURAGEOUS PUBLISHER LEFT THE DAILY BUGLE OFFICE BUILDING...
YEEEULLP!
PETER! WHAT'S WRONG, DEAR?
N-NOTHING, AUNT MAY! I MUST HAVE BIT MY TONGUE!

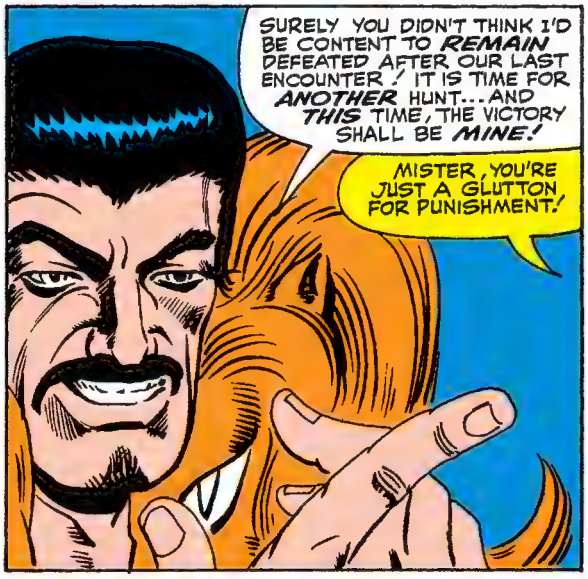

JUST WHEN EVERYTHING SEEMED NICE AND PEACEFUL...NOW THIS!
I KNOW I DIDN'T SEE JAMESON TONIGHT...AND THAT MEANS JUST ONE THING...!
SOMEONE IS IMPERSONATING ME! --BUT, WHY??
TSK! ALL THIS AWFUL CRIME NEWS!
I'M ITCHING TO RUN OUT AND FIND THE BOGUS SPIDEY ...BUT I HATE TO LEAVE AUNT MAY ALONE SO SOON AFTER HER ILLNESS!
THEY SHOULDN'T BROADCAST SUCH DREADFUL THINGS! I HOPE IT DOESN'T UPSET YOU, PETER!
I'LL WAIT A WHILE AND SEE WHAT HAPPENS! IT'S PROBABLY JUST SOME CRANK! THE POLICE MAY HAVE ROUNDED HIM UP ALREADY!
NO, AUNT MAY! I DON'T BELIEVE HALF OF IT, ANYWAY!
BUT, IN THE DAYS THAT FOLLOW, THE DARING IMPERSONATION CONTINUES...
JAMESON... YOU DIDN'T THINK I'D FORGET YOU?
YOU AGAIN!
YOU'VE NOTHING TO FEAR FROM ME NOW! I'LL BIDE MY TIME...KEEP YOU GUESSING..!
WHEREVER YOU GO...WHATEVER YOU DO... I'LL BE FOLLOWING... WATCHING... WAITING..!
LET HIM HANG AROUND! BY WRITING ABOUT HIS HARRASSMENT, I'M SELLING MORE PAPERS THAN EVER BEFORE!
Daily Bugle
SPIDER-MAN THREATEN
PUBLISHE
OF BUGLE
FINALLY, SPIDER-MAN BECOMES THE NUMBER ONE TOPIC OF CONVERSATION THROUGHOUT THE SPRAWLING CITY...
IMAGINE! HOUNDING A PUBLIC-SPIRITED CITIZEN LIKE MR. JAMESON THAT WAY! IT'S A DISGRACE!
SOMEONE SHOULD PUT THAT MASKED WALL-CRAWLER OUT OF CIRCULATION ONCE AND FOR ALL!
IF THIS KEEPS UP, I'LL PROBABLY BE MOBBED IF I EVER DARE APPEAR IN PUBLIC AS SPIDEY AGAIN!
IF YOU ASK ME, IT'S TIME THE F.B.I. STEPPED IN!
YOU SAID IT!
UNTIL, AT LAST, PETER PARKER IS FORCED TO MAKE A GRIM DECISION...
I CAN'T LET WHATEVER REPUTATION I HAVE LEFT BE TORN TO SHREDS SO EASILY! I JUST CAN'T!
I'VE GOT TO TAKE A HAND IN THIS! I'VE GOT TO LEARN WHO THE IMPOSTOR IS...AND STOP HIM!
9

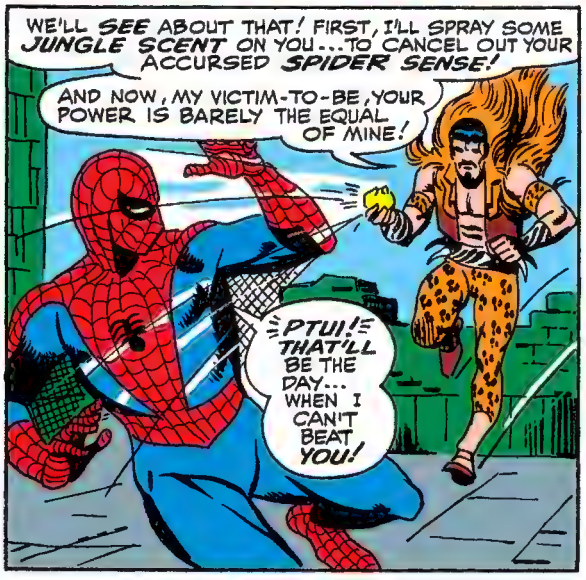

THE DECISION MADE, ALL THAT REMAINS IS TO FORMULATE A PLAN OF ACTION...
SPIDEY IS STILL GETTING STAR BILLING ON ALL THE NEWS PROGRAMS! AND NONE OF THE REPORTS ARE FLATTERING!
BUT, HOW DO I GO WALTZING OUT TONIGHT WITHOUT WORRYING AUNT MAY??
RRINNNG!
MRS. WATSON! FOR ONCE I'M GETTING LUCKY!
I JUST FEEL LIKE HAVING A GOOD, OLD-FASHIONED CHAT, MAY, DEAR!
SO DO I, ANNA! I'VE GOT THE TASTIEST COOKIES... AND TEA WILL BE READY IN NO TIME!
SINCE YOU'RE PLANNING A CHIN-FEST, I THINK I'LL GO TO A MOVIE, AUNT MAY!
ALL RIGHT, DEAR! HAVE A GOOD TIME... BUT DON'T SEE ONE OF THOSE AWFUL SCARY FILMS! IT MIGHT GIVE YOU NIGHTMARES!
THAT'S WHAT I ALWAYS TELL MARY JANE!
..WHEW! THANK GOODNESS FOR MRS. WATSON!
AND NOW, IT'S TIME FOR THE REAL SPIDER-MAN TO GO INTO ACTION!
SINCE THE PHONY FINK WHO'S BEEN IMPERSONATING ME SEEMS TO HANG AROUND JOLLY JONAH, THEN MY FIRST STOP IS THE DAILY BUGLE BUILDING!
HERE IT IS! NOW TO... HEY!!
IT'S JUST THE ONE I'M LOOKING FOR! HE'S DELIBERATELY ATTRACTING MY ATTENTION! NICE OF HIM TO MAKE IT EASY FOR ME!
HE MUST BE NUTS! NOW THAT HE MADE ME SPOT HIM, HE'S RUNNING AWAY FROM ME! OR, IS THERE MORE TO IT THAN THAT?
HE MIGHT BE TRYING TO LEAD ME SOMEWHERE!
10.


IF THIS IS HIS DESTINATION, HE'S GOT CRUMMY TASTE!
AND, SPEAKING OF EMPTY BUILDINGS, WHERE DID HE DISAPPEAR TO?
THIS WHOLE BLOCK HAS BEEN CONDEMNED! THE EMPTY BUILDINGS ARE JUST WAITING TO BE TORN DOWN!

THEN, ON THE STREET DIRECTLY BELOW...
LOOK! IT'S SPIDER-MAN! GO INSIDE AND GET THE BOYS! THIS IS OUR CHANCE TO GET RID OF 'IM, ONCE AND FOR ALL!
YEAH! I BEEN ITCHIN' TO GET MY MITTS ON THAT PUNK!

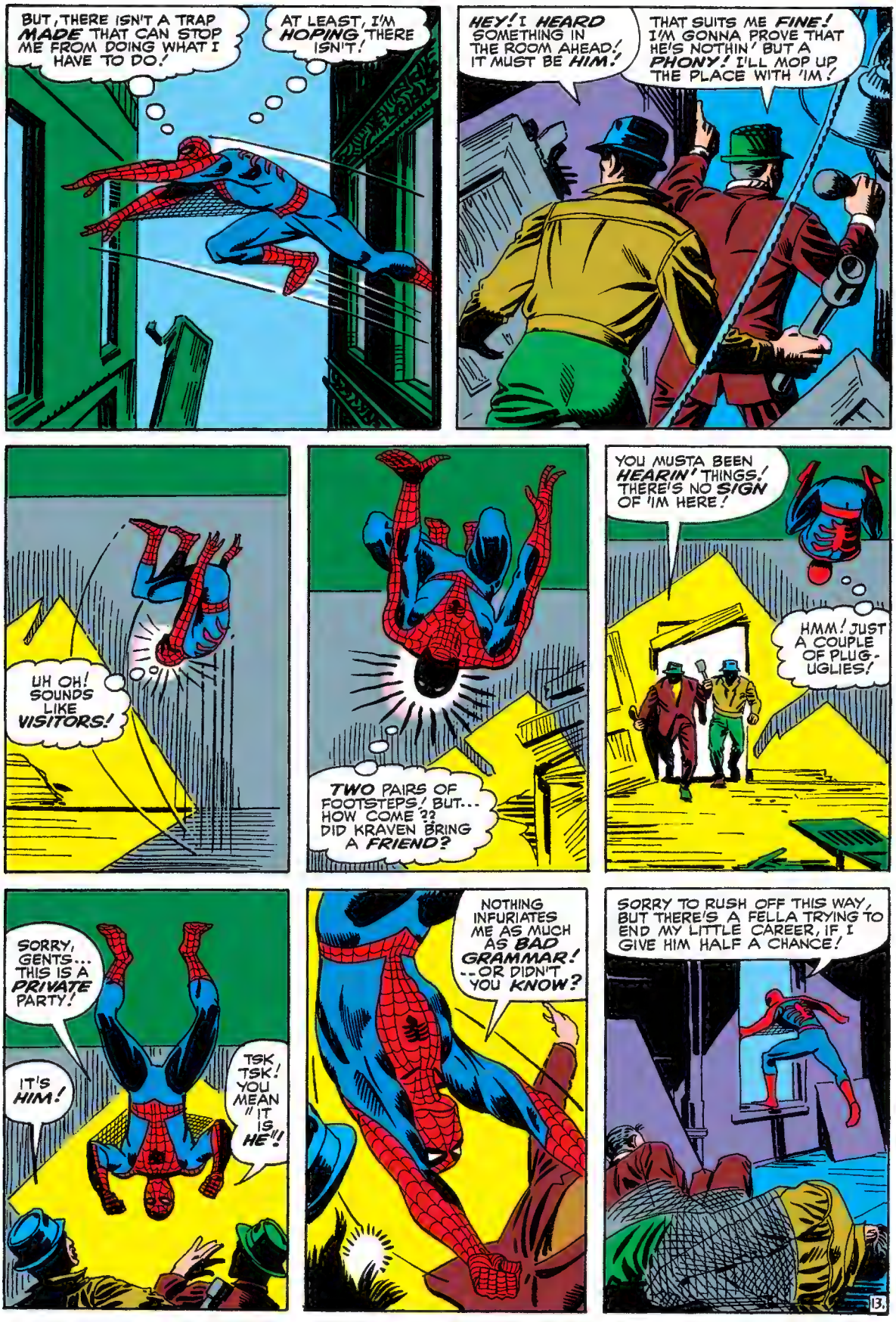
WHILE, ON THE ROOF, HIGH ABOVE ALL SUCH SORDID GOINGS ON...
AND NOW, SPIDER-MAN, THE MASQUERADE IS OVER!
KRAVEN..THE HUNTER!
THEN IT WAS YOU..!! YOU WERE IMPERSONATING ME!

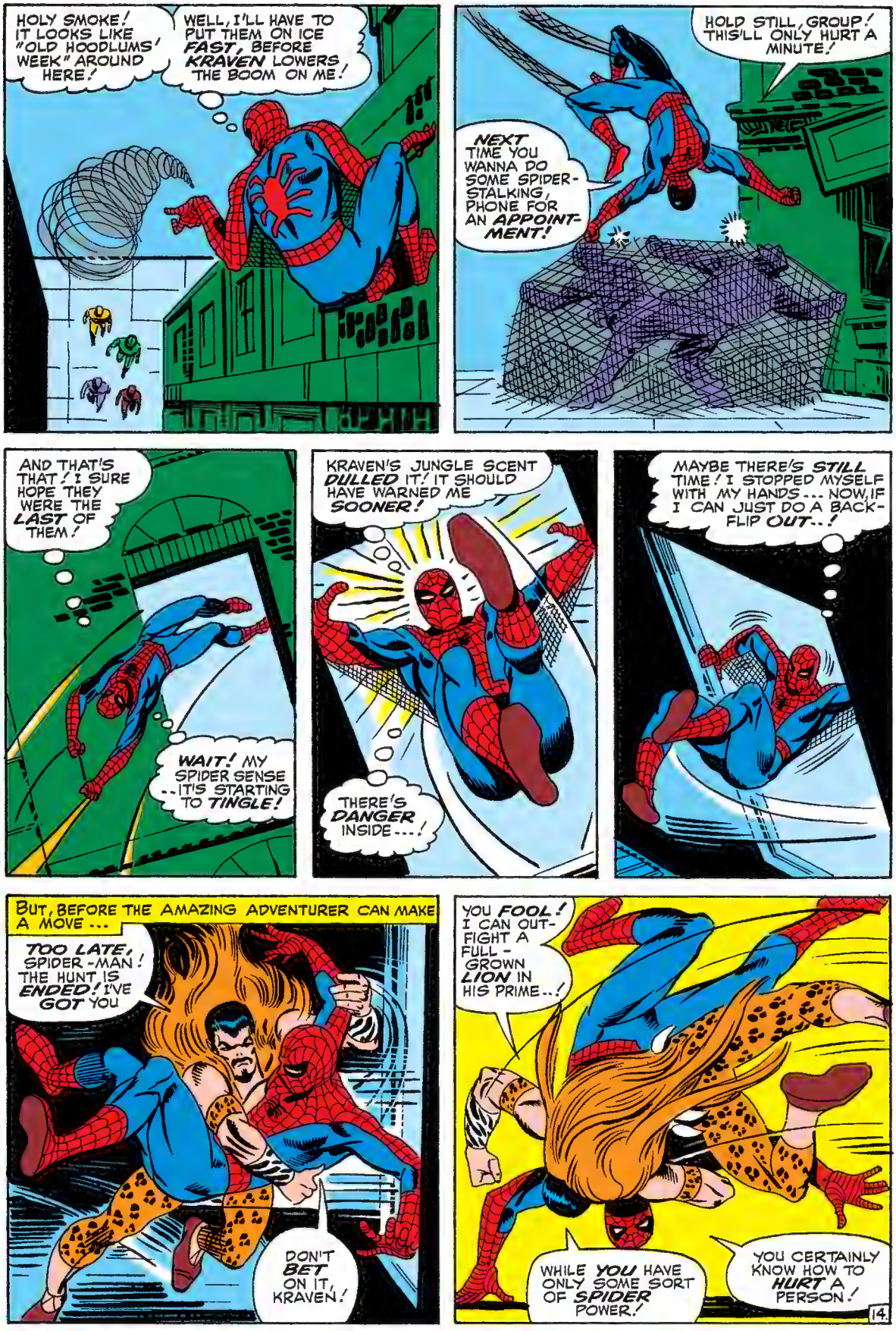

SURELY YOU DIDN'T THINK I'D BE CONTENT TO REMAIN DEFEATED AFTER OUR LAST ENCOUNTER! IT IS TIME FOR ANOTHER HUNT...AND THIS TIME, THE VICTORY SHALL BE MINE!
MISTER, YOU'RE JUST A GLUTTON FOR PUNISHMENT!

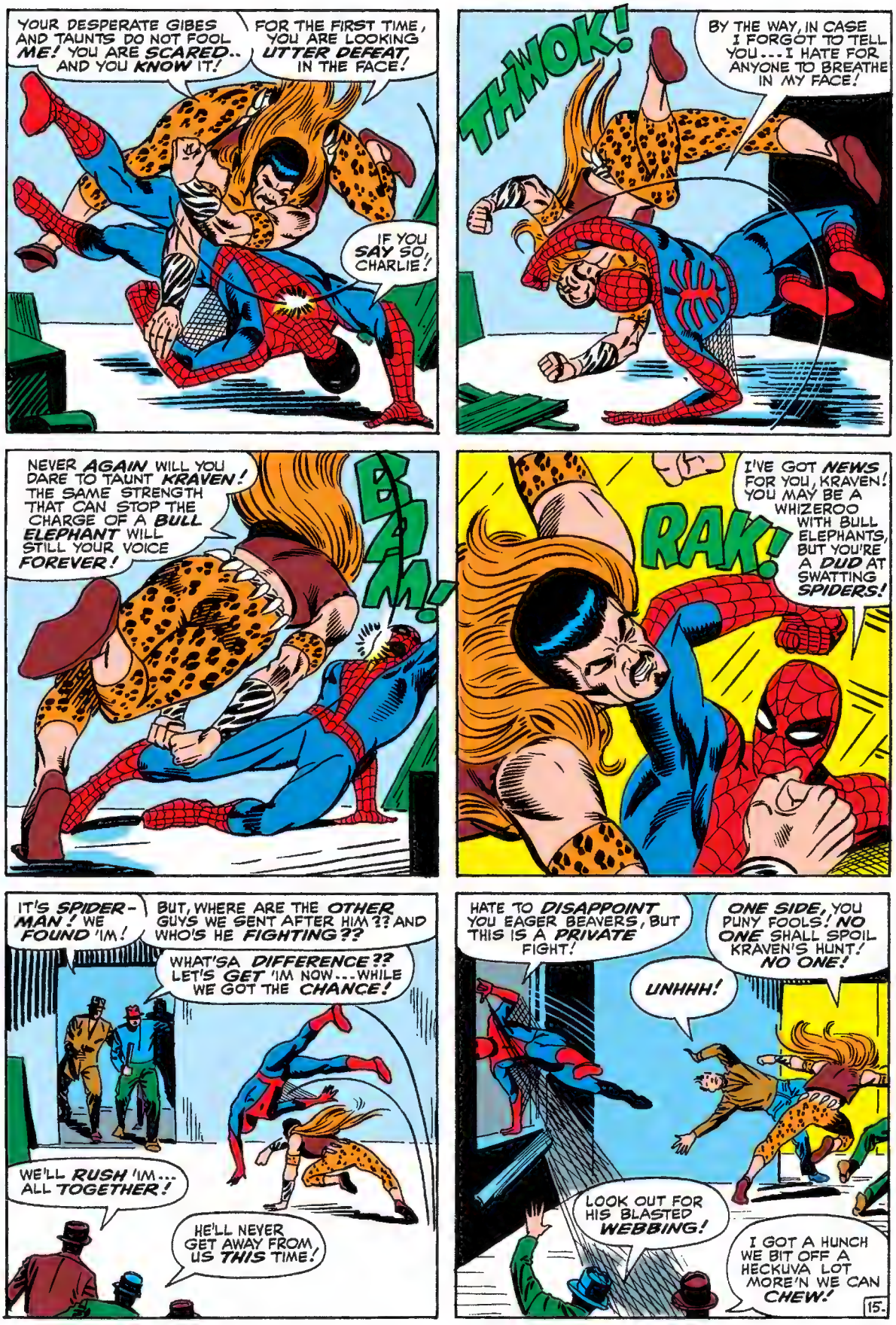

WE'LL SEE ABOUT THAT! FIRST, I'LL SPRAY SOME JUNGLE SCENT ON YOU...TO CANCEL OUT YOUR ACCURSED SPIDER SENSE!
AND NOW, MY VICTIM-TO-BE, YOUR POWER IS BARELY THE EQUAL OF MINE!
=PTUI!= THAT'LL BE THE DAY... WHEN I CAN'T BEAT YOU!

YOU'LL HAVE YOUR CHANCE TO PROVE THAT BOAST! IF YOU CAN HUNT...AND DEFEAT ME..I'LL CONFESS THAT IT WAS I WHO IMPERSONATED YOU! BUT, IF NOT...!
SKIP THE REST, KRAVEN! THERE'S NOT GONNA BE ANY "IF NOTS"..!

WHA-?? I SHOULD HAVE SUSPECTED! HE RIGGED UP A BOOBY TRAP HERE FOR ME!
BUT, ANY TIME YE OLDE FRIENDLY NEIGHBORHOOD SPIDER-MAN CAN'T OUT-LEAP A PILE OF TUMBLING CRATES, THAT'LL BE THE DAY!
HE'S GONE! WELL, I GUESS IT FIGURES...!
IF I WANT HIM, I'LL HAVE TO PLAY IT HIS WAY! I'LL HAVE TO HUNT HIM DOWN!
I'D BETTER BE CAREFUL! HE'S HAD ALL THE TIME IN THE WORLD TO SET EVERY KIND OF UNEXPECTED TRAP FOR ME!
AND, HE COULDN'T HAVE PICKED A BETTER PLACE TO SET THEM!
AND NOW...IT BEGINS! I'VE GIVEN HIM ENOUGH TIME TO REALIZE WHAT HE'S UP AGAINST! SO WHILE HE HUNTS ME, KRAVEN...THE GREATEST HUNTER OF ALL... SHALL BE HUNTING HIM!
BUT, NEITHER THE HUNTER NOR THE HUNTED IS YET AWARE THAT A THIRD FORCE HAS ENTERED THE DEADLY GAME...
HE'S GOTTA BE AROUND HERE SOMEWHERE!
NO MATTER HOW MUCH OF A HOT-SHOT HE IS, HE CAN'T HANDLE ALL OF US!
SPREAD OUT! WHEN YOU SEE HIM... HOLLER!
WHEW! THAT WAS A CLOSE ONE! IF NOT FOR THE OL' SPIDER SPEED, I'D BE A TRAPPED LITTLE WEB-SPINNER!
12.

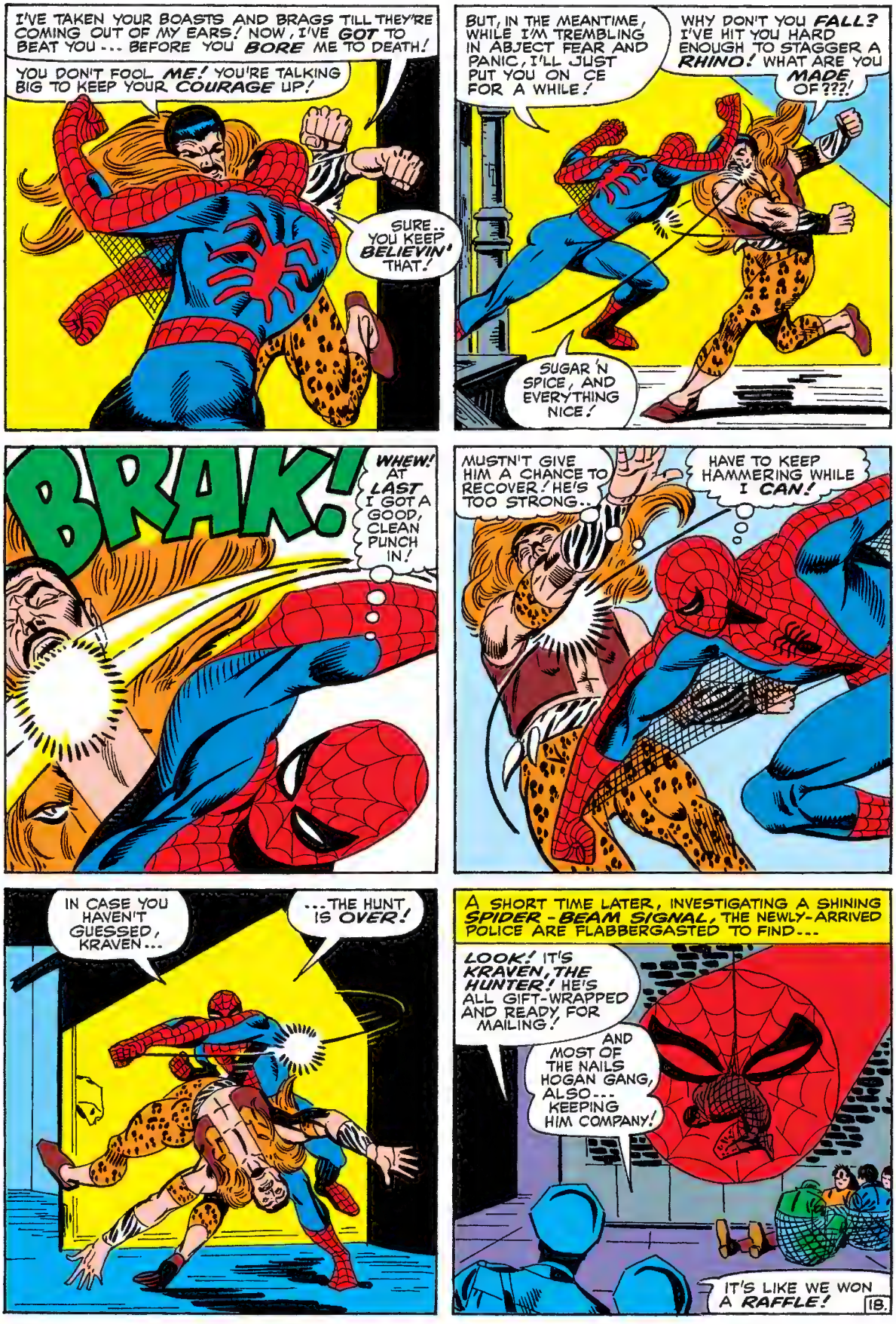

BUT, THERE ISN'T A TRAP MADE THAT CAN STOP ME FROM DOING WHAT I HAVE TO DO!
AT LEAST, I'M HOPING THERE ISN'T!
HEY! I HEARD SOMETHING IN THE ROOM AHEAD! IT MUST BE HIM!
THAT SUITS ME FINE! I'M GONNA PROVE THAT HE'S NOTHIN' BUT A PHONY! I'LL MOP UP THE PLACE WITH 'IM!
UH OH! SOUNDS LIKE VISITORS!
TWO PAIRS OF FOOTSTEPS! BUT... HOW COME ?? DID KRAVEN BRING A FRIEND?
YOU MUSTA BEEN HEARIN' THINGS! THERE'S NO SIGN OF 'IM HERE!
HMM! JUST A COUPLE OF PLUG-UGLIES!
SORRY, GENTS... THIS IS A PRIVATE PARTY!
IT'S HIM!
TSK TSK! YOU MEAN "IT IS HE"!
NOTHING INFURIATES ME AS MUCH AS BAD GRAMMAR! --OR DIDN'T YOU KNOW?
SORRY TO RUSH OFF THIS WAY, BUT THERE'S A FELLA TRYING TO END MY LITTLE CAREER, IF I GIVE HIM HALF A CHANCE!
13.


HOLY SMOKE! IT LOOKS LIKE "OLD HOODLUMS' WEEK" AROUND HERE!
WELL, I'LL HAVE TO PUT THEM ON ICE FAST, BEFORE KRAVEN LOWERS THE BOOM ON ME!
HOLD STILL, GROUP! THIS'LL ONLY HURT A MINUTE!
NEXT TIME YOU WANNA DO SOME SPIDER-STALKING, PHONE FOR AN APPOINT-MENT!
AND THAT'S THAT! I SURE HOPE THEY WERE THE LAST OF THEM!
WAIT! MY SPIDER SENSE --IT'S STARTING TO TINGLE!
KRAVEN'S JUNGLE SCENT DULLED IT! IT SHOULD HAVE WARNED ME SOONER!
THERE'S DANGER INSIDE---!
MAYBE THERE'S STILL TIME! I STOPPED MYSELF WITH MY HANDS--- NOW, IF I CAN JUST DO A BACK-FLIP OUT--!
BUT, BEFORE THE AMAZING ADVENTURER CAN MAKE A MOVE---
TOO LATE, SPIDER-MAN! THE HUNT IS ENDED! I'VE GOT YOU
DON'T BET ON IT, KRAVEN!
YOU FOOL! I CAN OUT-FIGHT A FULL-GROWN LION IN HIS PRIME--!
WHILE YOU HAVE ONLY SOME SORT OF SPIDER POWER!
YOU CERTAINLY KNOW HOW TO HURT A PERSON!

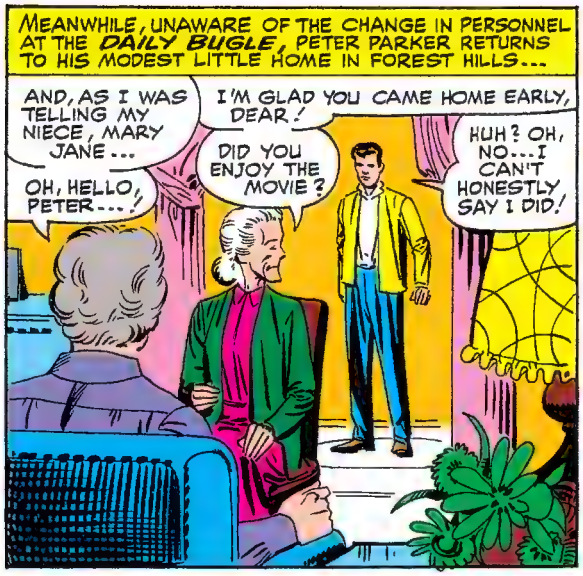

YOUR DESPERATE GIBES AND TAUNTS DO NOT FOOL ME! YOU ARE SCARED.. AND YOU KNOW IT!
FOR THE FIRST TIME, YOU ARE LOOKING UTTER DEFEAT IN THE FACE!
IF YOU SAY SO, CHARLIE!
THWOK!
BY THE WAY, IN CASE I FORGOT TO TELL YOU... I HATE FOR ANYONE TO BREATHE IN MY FACE!
NEVER AGAIN WILL YOU DARE TO TAUNT KRAVEN! THE SAME STRENGTH THAT CAN STOP THE CHARGE OF A BULL ELEPHANT WILL STILL YOUR VOICE FOREVER!
BAM!
I'VE GOT NEWS FOR YOU, KRAVEN! YOU MAY BE A WHIZEROO WITH BULL ELEPHANTS, BUT YOU'RE A DUD AT SWATTING SPIDERS!
RAK!
IT'S SPIDER-MAN! WE FOUND 'IM!
BUT, WHERE ARE THE OTHER GUYS WE SENT AFTER HIM?? AND WHO'S HE FIGHTING??
WHAT'SA DIFFERENCE?? LET'S GET 'IM NOW... WHILE WE GOT THE CHANCE!
WE'LL RUSH 'IM... ALL TOGETHER!
HE'LL NEVER GET AWAY FROM US THIS TIME!
HATE TO DISAPPOINT YOU EAGER BEAVERS, BUT THIS IS A PRIVATE FIGHT!
ONE SIDE, YOU PUNY FOOLS! NO ONE SHALL SPOIL KRAVEN'S HUNT! NO ONE!
UNHHH!
LOOK OUT FOR HIS BLASTED WEBBING!
I GOT A HUNCH WE BIT OFF A HECKUVA LOT MORE'N WE CAN CHEW!
15.

I HOPE YOU DON'T THINK THERE'S ANY-THING PERSONAL IN THIS, MEN!
BOK!
WAP!
I'VE GOT TO GET IN POSITION TO RENEW MY ATTACK UPON SPIDER-MAN!
SOK!
BAM!
OOPS! SORRY! I WAS HOPING YOU WERE KRAVEN!
THAK!
WELL, THAT WRAPS UP THE LAST OF THOSE ERSATZ UNTOUCHABLES! BUT WHERE IN BLAZES DID KRAVEN RUN OFF TO?
AND, AT THAT SAME MOMENT, THE GREATEST HUNTER OF ALL IS WONDERING THE SAME THING ABOUT SPIDEY...!
HE CAN'T HAVE GOTTEN FAR! I CAN STILL FAINTLY DETECT THE JUNGLE SCENT I SPRAYED ON HIM!
AHHH! THE AROMA IS GETTING STRONGER! I'M DRAWING CLOSER...JUST AS HE DRAWS CLOSER... TO HIS DOOM!
THERE HE IS! NOW, ALL I'LL NEED IS A SIMPLE LITTLE STRATAGEM TO CATCH HIM UNAWARES...!
KLAK!
WHA..?? OH, IT'S JUST A PIECE OF LEDGE, FALLING..! BUT.. WHY? WHAT MADE IT FALL?

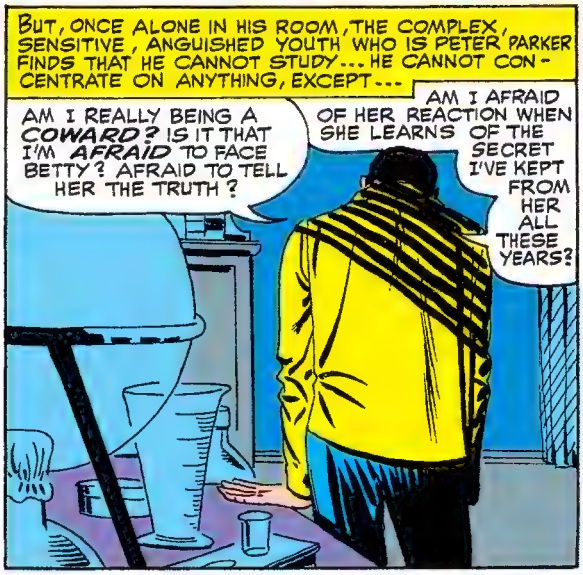
THAT WAS ALL I NEEDED, SPIDER-MAN!
JUST THAT ONE SECOND OF DISTRACTION WHICH YOU GENEROUSLY GRANTED ME!
SO, IT WAS YOU!
NOW THERE CAN BE NO INTERRUPTIONS TO GRANT YOU A LAST-MINUTE REPRIEVE! NOW THE GAME SHALL BE PLAYED OUT TO THE END!
NOW, THE SKILL, SPEED, AND RAW STRENGTH WITH WHICH I SUBDUE THE WILDEST JUNGLE BEAST SHALL BE YOUR UNDOING, ALSO!
THUS DOES KRAVEN WIN HIS GREATEST HUNT!
I'LL BE DARNED IF HE ISN'T AS GOOD AS HE SAYS HE IS! HE HERDED ME INTO THIS WINDOW LIKE AN EAGLE CARRYING A LAMB!
BUT, THIS IS WHERE THE RESEMBLANCE CEASES!
SO! THERE IS STILL SOME FIGHT LEFT IN YOU, EH?
WELL, IT WON'T BE THERE FOR LONG!
RAP!
WAK!
MY MOMENT HAS COME AT LAST! NOTHING CAN SAVE YOU NOW, SPIDER-MAN!
YOU'VE HAD YOUR INNING, LOUDMOUTH! NOW IT'S MY TURN AT BAT!

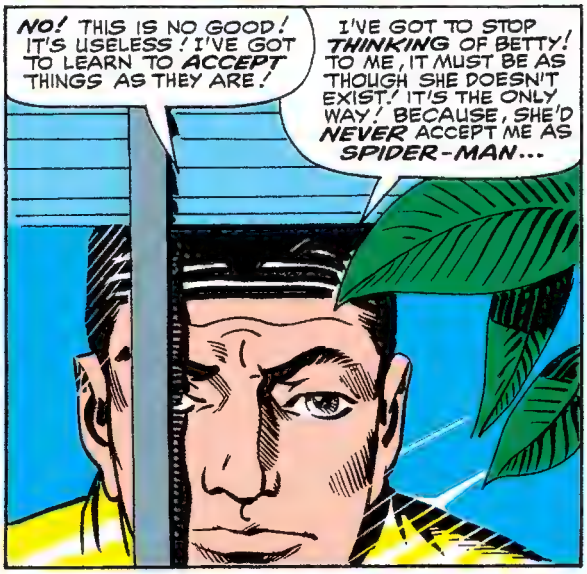

I'VE TAKEN YOUR BOASTS AND BRAGS TILL THEY'RE COMING OUT OF MY EARS! NOW, I'VE GOT TO BEAT YOU --- BEFORE YOU BORE ME TO DEATH!
YOU DON'T FOOL ME! YOU'RE TALKING BIG TO KEEP YOUR COURAGE UP!
SURE.. YOU KEEP BELIEVIN' THAT!
BUT, IN THE MEANTIME, WHILE I'M TREMBLING IN ABJECT FEAR AND PANIC, I'LL JUST PUT YOU ON CE FOR A WHILE!
WHY DON'T YOU FALL? I'VE HIT YOU HARD ENOUGH TO STAGGER A RHINO! WHAT ARE YOU MADE OF???!
SUGAR 'N SPICE, AND EVERYTHING NICE!
BRAK!
WHEW! AT LAST I GOT A GOOD, CLEAN PUNCH IN!
MUSTN'T GIVE HIM A CHANCE TO RECOVER! HE'S TOO STRONG..
HAVE TO KEEP HAMMERING WHILE I CAN!
IN CASE YOU HAVEN'T GUESSED, KRAVEN...
...THE HUNT IS OVER!
A SHORT TIME LATER, INVESTIGATING A SHINING SPIDER-BEAM SIGNAL, THE NEWLY-ARRIVED POLICE ARE FLABBERGASTED TO FIND---
LOOK! IT'S KRAVEN, THE HUNTER! HE'S ALL GIFT-WRAPPED AND READY FOR MAILING!
AND MOST OF THE NAILS HOGAN GANG, ALSO--- KEEPING HIM COMPANY!
IT'S LIKE WE WON A RAFFLE!

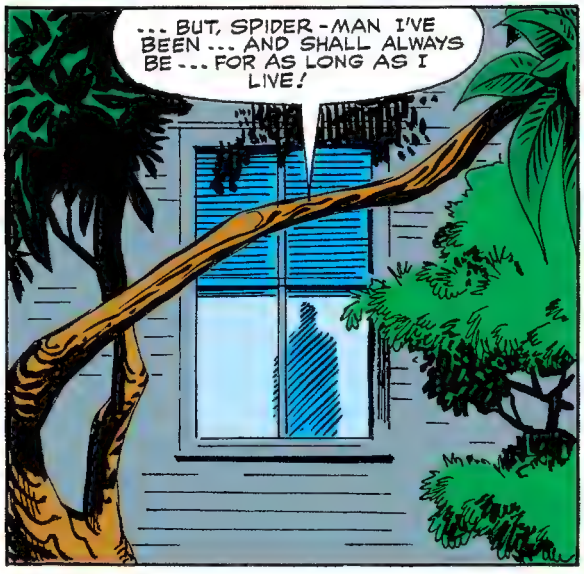
AND, HIDDEN IN THE SHADOWS OF A NEARBY ROOFTOP...
THE CAPTURE OF KRAVEN OUGHT TO BE BIG NEWS! I MIGHT AS WELL GET SOME PIX WHILE I CAN!
AWW, THE HECK WITH IT! IF I BRING THEM TO JAMESON, I'LL HAVE TO SEE BETTY...
-AND, SOMEHOW, I JUST DON'T FEEL UP TO FACING HER RIGHT NOW!
BESIDES, IT'S ONLY FAIR FOR ME TO STAY AWAY FROM HER... TO GIVE HER A CHANCE TO GET ME OUT OF HER SYSTEM, ONCE AND FOR ALL! IT..IT'S THE LEAST I CAN DO FOR HER!
AND, AS SPIDER-MAN DISAPPEARS INTO THE ENVELOPING DARKNESS..
YES, IT'S TRUE! I IMPERSONATED SPIDER-MAN! IT WAS I WHO THREATENED JONAH JAMESON!
BUT, WHY ARE YOU TELLING US THIS?
WHATEVER ELSE I MAY BE... I AM A MAN OF HONOR!
I HAVE GIVEN MY WORD!
THUS, A SHORT TIME LATER, AT THE DAILY BUGLE OFFICES...
YOU MEAN SPIDER-MAN IS VINDICATED?? NO! I DON'T BELIEVE IT! I WON'T BELIEVE IT!
YOU'VE NO CHOICE, J.J.! KRAVEN PRODUCED HIS COSTUME, AND GAVE THE POLICE A DEMONSTRATION! IT WAS HIM, ALL RIGHT!
BLAST IT! THIS MEANS THAT SPIDER-MAN WILL END UP BEING A HERO... JUST WHEN I THOUGHT I FINALLY HAD HIM WHERE I WANTED HIM!
WHAT HAVE YOU GOT AGAINST THAT GUY, ANYWAY, BOSS?
THAT'S MY BUSINESS, FOSWELL! BUT I'LL NAIL HIM YET!
EXCUSE ME, MR. JAMESON... I'VE FINISHED ALL THE DAY'S CORRESPONDENCE! WILL THERE BE ANYTHING ELSE?
NO, THAT'S ALL! YOU THINK I RUN A SWEAT SHOP HERE? GO ON HOME, AND BE HERE AT 9 SHARP TOMORROW!
OH, DOES THAT MEAN..??
YES! YOU'RE HIRED! THE JOB OF REPLACING BETTY BRANT IS YOURS!
THIS IS WONDERFUL! IMAGINE... I'M THE PERSONAL SECRETARY OF THE PUBLISHER OF THE DAILY BUGLE!
BUT, I NEVER THOUGHT THAT BETTY BRANT WOULD LEAVE! IT HAPPENED SO SUDDENLY! I WONDER WHAT HAPPENED?
AND SO DO WE, YOUNG LADY! SO DO WE!
19


MEANWHILE, UNAWARE OF THE CHANGE IN PERSONNEL AT THE DAILY BUGLE, PETER PARKER RETURNS TO HIS MODEST LITTLE HOME IN FOREST HILLS...
AND, AS I WAS TELLING MY NIECE, MARY JANE...
OH, HELLO, PETER...!
I'M GLAD YOU CAME HOME EARLY, DEAR!
DID YOU ENJOY THE MOVIE?
HUH? OH, NO...I CAN'T HONESTLY SAY I DID!

ANYWAY, I'LL GO UP AND DO SOME MORE STUDYING NOW! BEEN NICE SEEING YOU, MRS. WATSON!
DON'T TIRE YOURSELF OUT, PETER! YOU KNOW HOW FRAGILE YOU ARE!
SUCH A NICE BOY! NOT A WILD ROWDY, LIKE SO MANY OTHERS!


BUT, ONCE ALONE IN HIS ROOM, THE COMPLEX, SENSITIVE, ANGUISHED YOUTH WHO IS PETER PARKER FINDS THAT HE CANNOT STUDY... HE CANNOT CONCENTRATE ON ANYTHING, EXCEPT...
AM I REALLY BEING A COWARD? IS IT THAT I'M AFRAID TO FACE BETTY? AFRAID TO TELL HER THE TRUTH?
AM I AFRAID OF HER REACTION WHEN SHE LEARNS OF THE SECRET I'VE KEPT FROM HER ALL THESE YEARS?

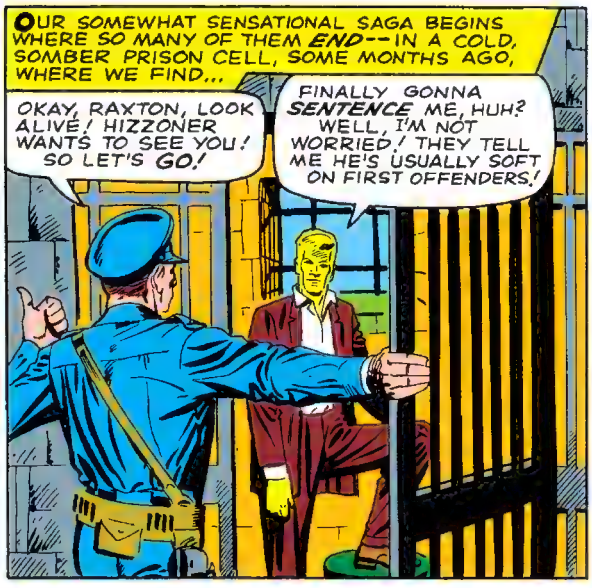

NO! THIS IS NO GOOD! IT'S USELESS! I'VE GOT TO LEARN TO ACCEPT THINGS AS THEY ARE!
I'VE GOT TO STOP THINKING OF BETTY! TO ME, IT MUST BE AS THOUGH SHE DOESN'T EXIST! IT'S THE ONLY WAY! BECAUSE, SHE'D NEVER ACCEPT ME AS SPIDER-MAN...

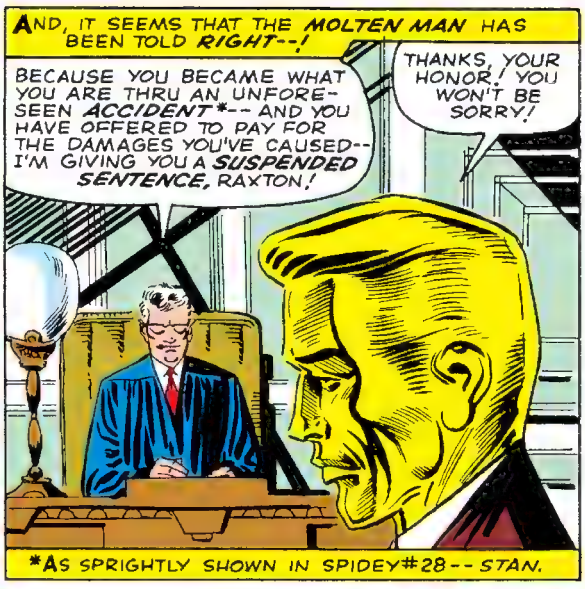

... BUT, SPIDER-MAN I'VE BEEN ... AND SHALL ALWAYS BE ... FOR AS LONG AS I LIVE!

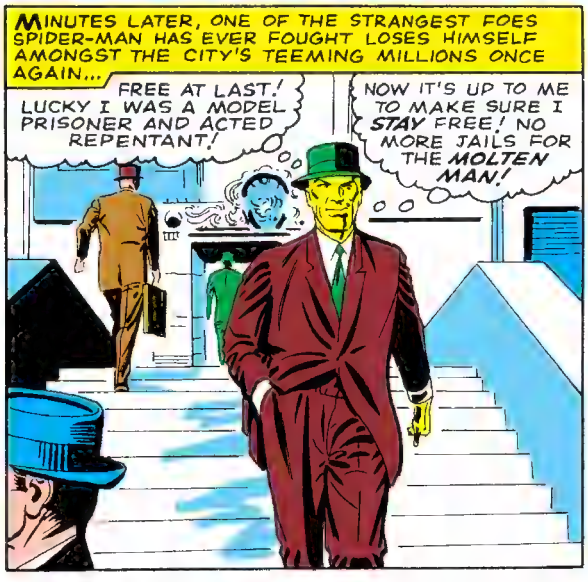
NEXT:
THE MOLTEN MAN RETURNS!

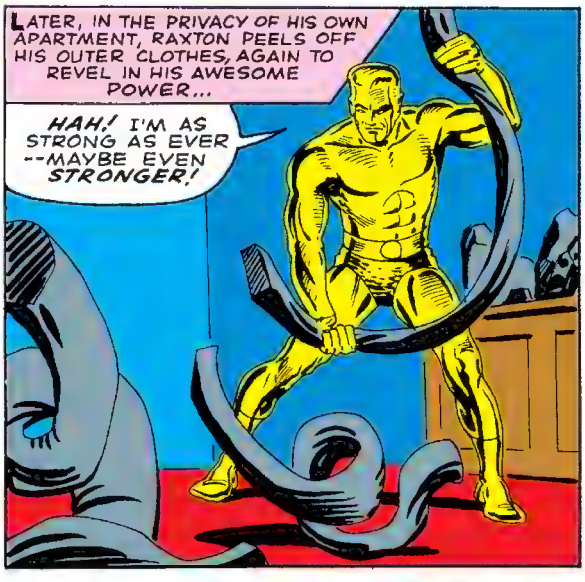
the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
IND.
MARVEL COMICS GROUP
35
APR
"The MOLTEN MAN Regrets...!"

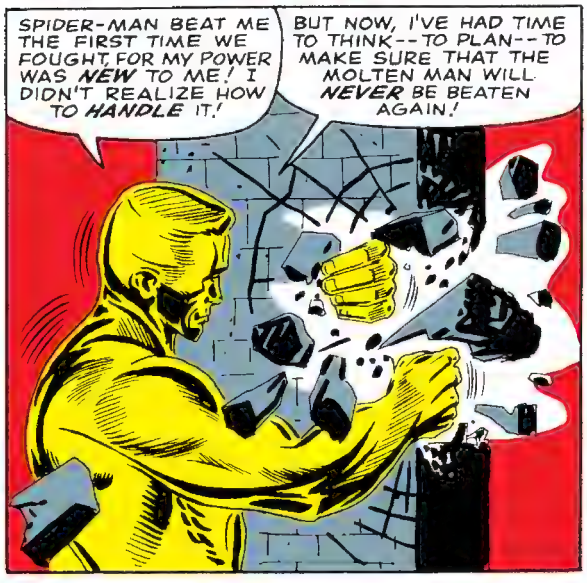
THE AMAZING SPIDER-MAN!
"THE MOLTEN MAN REGRETS...!"
IT'S CHANGE-OF-PACE TIME ONCE AGAIN, SO CLIMB ABOARD FOR THE ACTION...!
THIS ONE IS FOR THE REAL OLD-FASHIONED, DYED-IN-THE-WOOL SPIDEY FANATICS WHO LIKE TO SEE OL' WEB-HEAD FIGHTING AS ONLY HE CAN! WE ENVY YOU...YOU'RE GONNA HAVE YOURSELF A BALL!
SCRIPT & EDITING..... STAN LEE
PLOT & ARTWORK.... STEVE DITKO
LETTERING & LOITERING.... ART SIMEK


OUR SOMEWHAT SENSATIONAL SAGA BEGINS WHERE SO MANY OF THEM END--IN A COLD, SOMBER PRISON CELL, SOME MONTHS AGO, WHERE WE FIND...
OKAY, RAXTON, LOOK ALIVE! HIZZONER WANTS TO SEE YOU! SO LET'S GO!
FINALLY GONNA SENTENCE ME, HUH? WELL, I'M NOT WORRIED! THEY TELL ME HE'S USUALLY SOFT ON FIRST OFFENDERS!


AND, IT SEEMS THAT THE MOLTEN MAN HAS BEEN TOLD RIGHT--!
BECAUSE YOU BECAME WHAT YOU ARE THRU AN UNFORE-SEEN ACCIDENT*-- AND YOU HAVE OFFERED TO PAY FOR THE DAMAGES YOU'VE CAUSED-- I'M GIVING YOU A SUSPENDED SENTENCE, RAXTON!
THANKS, YOUR HONOR! YOU WON'T BE SORRY!
*AS SPRIGHTLY SHOWN IN SPIDEY#28--STAN.

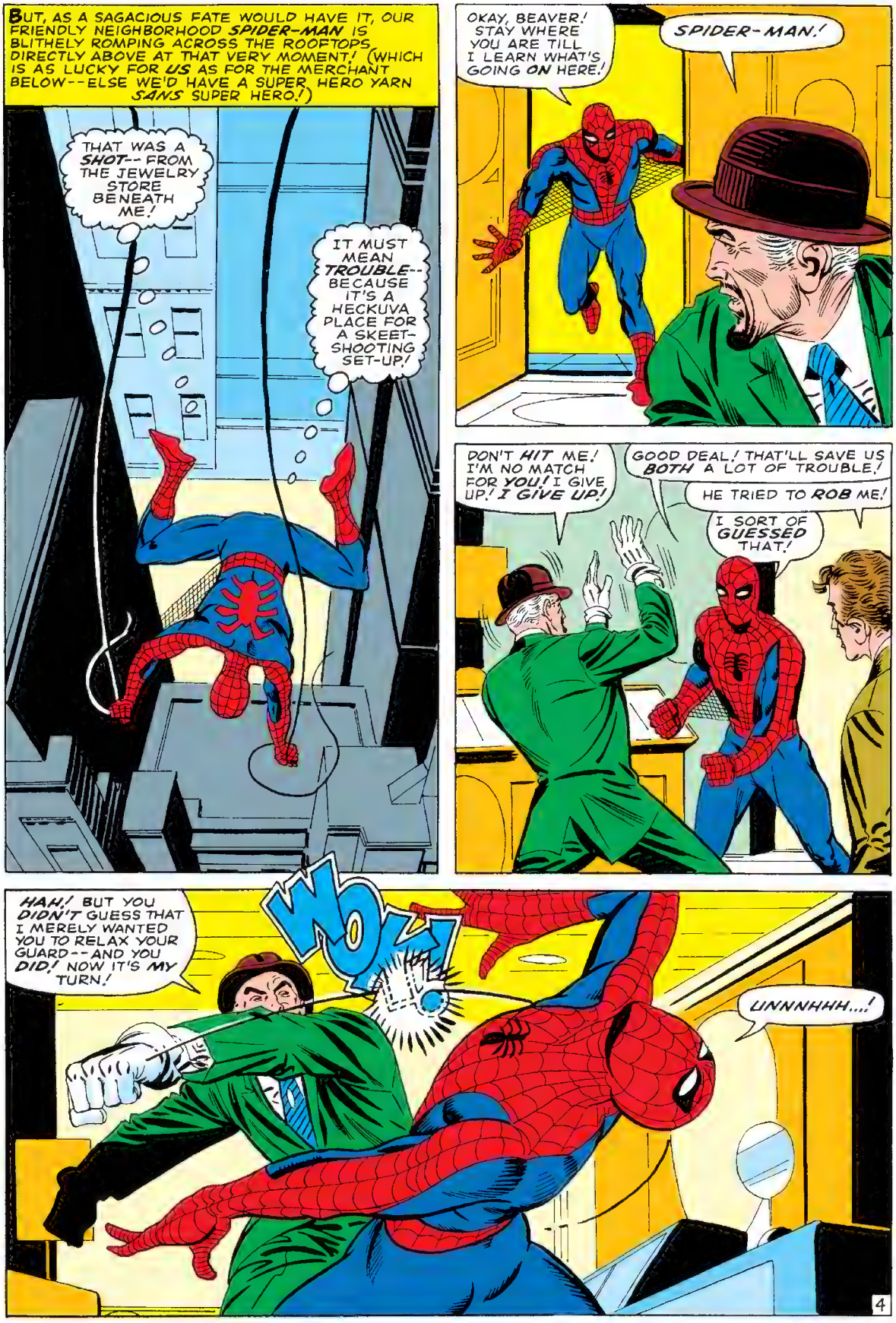

MINUTES LATER, ONE OF THE STRANGEST FOES SPIDER-MAN HAS EVER FOUGHT LOSES HIMSELF AMONGST THE CITY'S TEEMING MILLIONS ONCE AGAIN...
FREE AT LAST! LUCKY I WAS A MODEL PRISONER AND ACTED REPENTANT!
NOW IT'S UP TO ME TO MAKE SURE I STAY FREE! NO MORE JAILS FOR THE MOLTEN MAN!

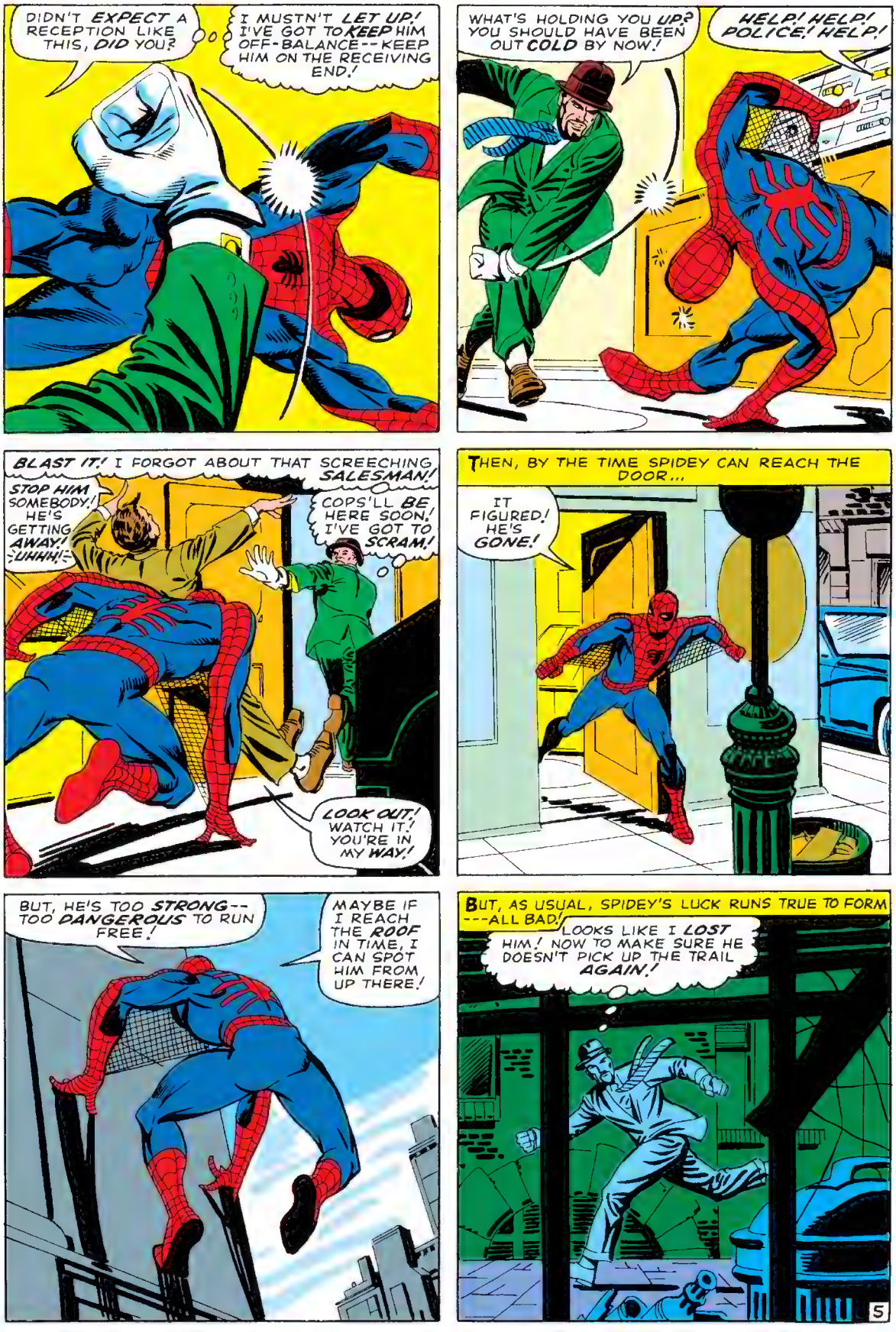

LATER, IN THE PRIVACY OF HIS OWN APARTMENT, RAXTON PEELS OFF HIS OUTER CLOTHES, AGAIN TO REVEL IN HIS AWESOME POWER...
HAH! I'M AS STRONG AS EVER --MAYBE EVEN STRONGER!


SPIDER-MAN BEAT ME THE FIRST TIME WE FOUGHT FOR MY POWER WAS NEW TO ME! I DIDN'T REALIZE HOW TO HANDLE IT!
BUT NOW, I'VE HAD TIME TO THINK--TO PLAN--TO MAKE SURE THAT THE MOLTEN MAN WILL NEVER BE BEATEN AGAIN!

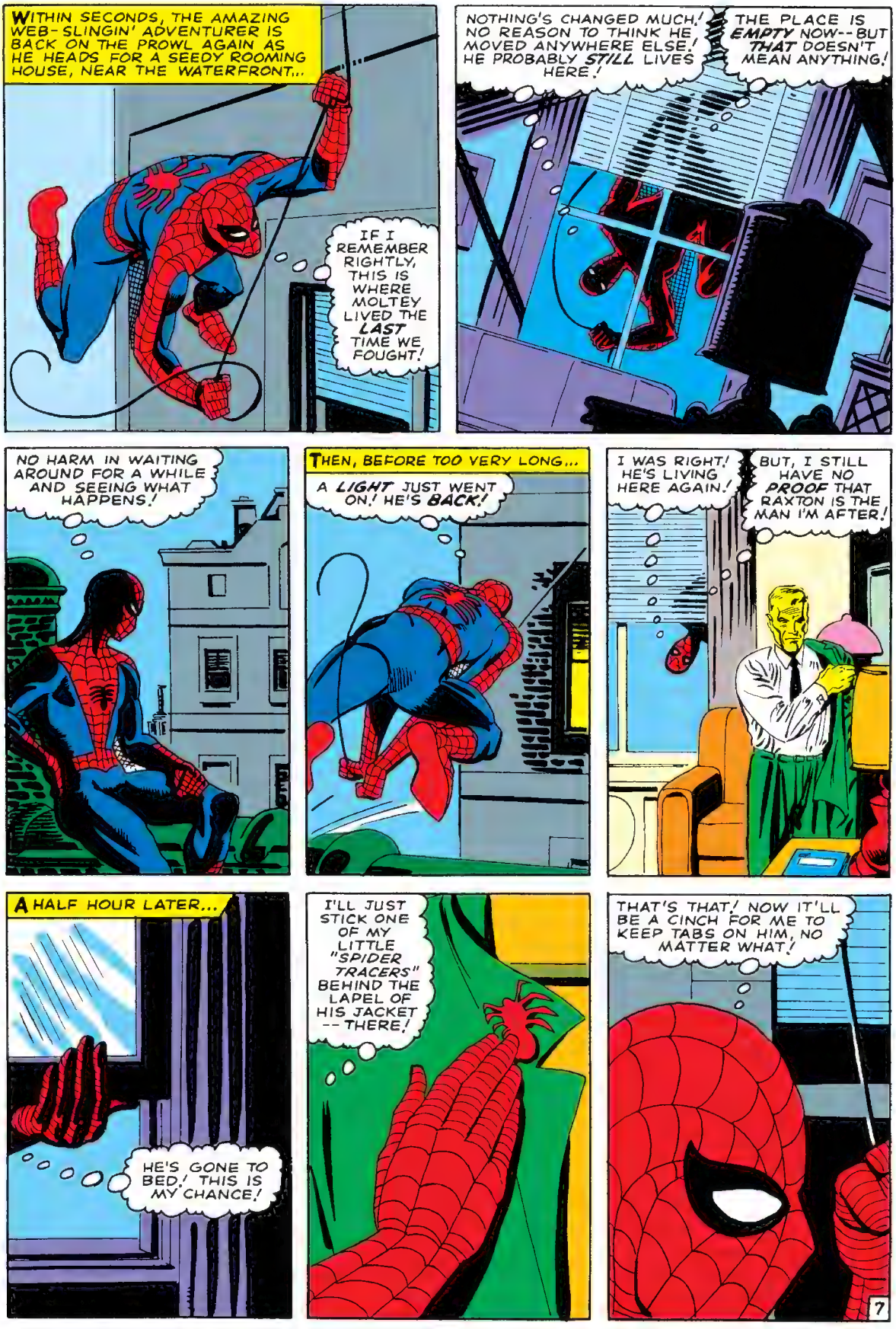
I WON'T MAKE THE MISTAKE OF RUNNING WILD A SECOND TIME, USING NOTHING BUT MY POWER! THIS TIME I'VE FIGURED ALL THE ANGLES--
FIRST, I'LL LAY LOW FOR A WHILE --AND THEN-- I'LL STRIKE!

THUS, THRU THE MAGIC OF OUR IMAGINATION, WE NOW BRIDGE THE GAP OF TIME! MANY DAYS LATER, AN EXCLUSIVE MADISON AVENUE JEWELRY SHOP RECEIVES A DISTINGUISHED-LOOKING PATRON...
NO! NO! THOSE GEMS ARE ALL TOO ORDINARY--TOO PEDESTRIAN! HAVE YOU NOTHING MORE EXOTIC--MORE EXPENSIVE??
WHY, YES SIR--WE DO! I'LL BE DELIGHTED TO SHOW THEM TO YOU!
REMEMBER, MONEY IS OF NO CONCERN TO ME! I WILL ONLY CONSIDER YOUR VERY FINEST JEWELS!
I WISH I HAD A DOZEN MORE CUSTOMERS LIKE HIM! I COULD RETIRE IN A WEEK!
I'LL HAVE THEM FOR YOU IN A MOMENT, SIR--AS SOON AS I OPEN THE SAFE!
I'M SURE THESE ARE WHAT I WANT! DON'T EVEN BOTHER TO SHOW THEM TO ME! I'LL TAKE THEM ALL!
BUT--I DON'T UNDERSTAND! WAIT--YOU CAN'T--
UHHHH--!
SO! YOU'RE NOTHING BUT A CROOK! WELL, YOU MAY HAVE FOOLED ME AT FIRST, BUT YOU WON'T GET AWAY WITH IT!
IF YOU THINK THAT TOY WILL STOP ME, YOU'RE IN FOR A VERY RUDE SURPRISE!
RAISE YOUR HANDS--I WARN YOU! STAY BACK--!
YOU SHOULD HAVE LISTENED TO--WHA--?!!
A BULLET-PROOF VEST! THAT HAS TO BE THE ANSWER!
SO YOU THINK IT'S A VEST, DO YOU?
CRACK!
CAN A VEST DO--THIS??!
Y-YOU CRUSHED THE GUN--LIKE AN EGG-SHELL--!!
3


BUT, AS A SAGACIOUS FATE WOULD HAVE IT, OUR FRIENDLY NEIGHBORHOOD SPIDER-MAN IS BLITHELY ROMPING ACROSS THE ROOFTOPS DIRECTLY ABOVE AT THAT VERY MOMENT! (WHICH IS AS LUCKY FOR US AS FOR THE MERCHANT BELOW--ELSE WE'D HAVE A SUPER HERO YARN SANS SUPER HERO!)
THAT WAS A SHOT-- FROM THE JEWELRY STORE BENEATH ME!
IT MUST MEAN TROUBLE-- BECAUSE IT'S A HECKUVA PLACE FOR A SKEET-SHOOTING SET-UP!
OKAY, BEAVER! STAY WHERE YOU ARE TILL I LEARN WHAT'S GOING ON HERE!
SPIDER-MAN!
DON'T HIT ME! I'M NO MATCH FOR YOU! I GIVE UP! I GIVE UP!
GOOD DEAL! THAT'LL SAVE US BOTH A LOT OF TROUBLE!
HE TRIED TO ROB ME!
I SORT OF GUESSED THAT!
HAH! BUT YOU DIDN'T GUESS THAT I MERELY WANTED YOU TO RELAX YOUR GUARD--AND YOU DID! NOW IT'S MY TURN!
WOK!
UNNNHHH...!

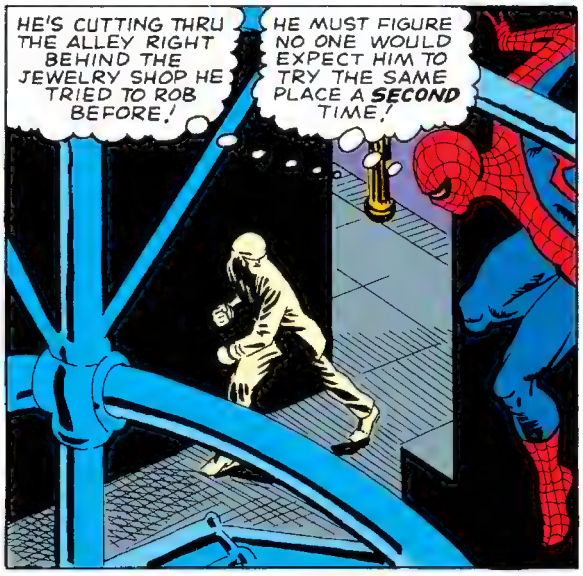

DIDN'T EXPECT A RECEPTION LIKE THIS, DID YOU?
I MUSTN'T LET UP! I'VE GOT TO KEEP HIM OFF-BALANCE--KEEP HIM ON THE RECEIVING END!
WHAT'S HOLDING YOU UP? YOU SHOULD HAVE BEEN OUT COLD BY NOW!
HELP! HELP! POLICE! HELP!
BLAST IT! I FORGOT ABOUT THAT SCREECHING SALESMAN!
STOP HIM SOMEBODY! HE'S GETTING AWAY! UHHH!
COPS'LL BE HERE SOON! I'VE GOT TO SCRAM!
LOOK OUT! WATCH IT! YOU'RE IN MY WAY!
THEN, BY THE TIME SPIDEY CAN REACH THE DOOR...
IT FIGURED! HE'S GONE!
BUT, HE'S TOO STRONG--TOO DANGEROUS TO RUN FREE!
MAYBE IF I REACH THE ROOF IN TIME, I CAN SPOT HIM FROM UP THERE!
BUT, AS USUAL, SPIDEY'S LUCK RUNS TRUE TO FORM ---ALL BAD!
LOOKS LIKE I LOST HIM! NOW TO MAKE SURE HE DOESN'T PICK UP THE TRAIL AGAIN!

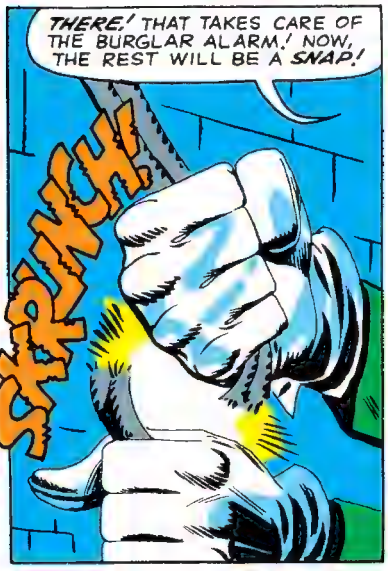
MINUTES LATER, THE "BIG SPENDER" REACHES HIS DECREPIT DIGS...
THERE! ONCE I DESTROY THIS DISGUISE, THERE'LL BE NOTHING TO LINK THE MOLTEN MAN WITH THAT ESCAPED GEM THIEF!
THE ONLY THING WRONG IS -- I ESCAPED EMPTY-HANDED! IN THE EXCITEMENT, I LEFT THE LOOT BEHIND!
SO SPIDER-MAN FOULED ME UP ONCE MORE! BUT IT WON'T HAPPEN AGAIN--
--'CAUSE IF IT DOES, I'LL FINISH HIM OFF --FOR GOOD!
WHILE, IN A DIFFERENT NEIGHBORHOOD, WE FIND OUR FABULOUS, FRUSTRATED FRIEND...
NO SIGN OF HIM ANYWHERE!
WHOEVER HE WAS, HE GAVE ME THE SLIP THIS TIME!
THEN, RETURNING TO HIS NORMAL IDENTITY OF PETER PARKER, THE YOUTH READS A FRONT-PAGE ACCOUNT OF WHAT HAS JUST TRANSPIRED...
ACCORDING TO THE JEWELRY STORE CLERK'S SWORN STATEMENT, THAT WOULD-BE ROBBER CRUSHED A REVOLVER IN HIS BARE HAND!
AND I BELIEVE IT! THE WAY HE WHOPPED ME, HE'S MORE THAN AN ORDINARY EVERYDAY CROOK!
BUT, HOW MUCH MORE? THAT'S WHAT I'VE GOT TO FIND OUT!
THERE WAS SOMETHING DISTURBINGLY FAMILIAR ABOUT HIM--IF ONLY I COULD PUT MY FINGER ON IT--!
HE COULD EASILY HAVE BEEN WEARING A DISGUISE-- SO HE MIGHT HAVE BEEN ALMOST ANYBODY! PERHAPS EVEN SOME FORMER ENEMY OF MINE!
BOY, HE SURE PACKED A PUNCH LIKE IRON!
IRON! IRON'S A METAL! AND HIS PUNCH FELT LIKE METAL!
IT'S A LONG SHOT --BUT IT COULD BE-- THE MOLTEN MAN! I'D BET ON IT!
6

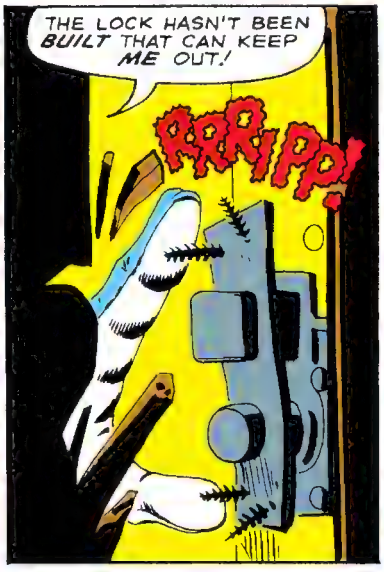

WITHIN SECONDS, THE AMAZING WEB-SLINGIN' ADVENTURER IS BACK ON THE PROWL AGAIN AS HE HEADS FOR A SEEDY ROOMING HOUSE, NEAR THE WATERFRONT...
IF I REMEMBER RIGHTLY, THIS IS WHERE MOLTEY LIVED THE LAST TIME WE FOUGHT!
NOTHING'S CHANGED MUCH! NO REASON TO THINK HE MOVED ANYWHERE ELSE! HE PROBABLY STILL LIVES HERE!
THE PLACE IS EMPTY NOW--BUT THAT DOESN'T MEAN ANYTHING!
NO HARM IN WAITING AROUND FOR A WHILE AND SEEING WHAT HAPPENS!
THEN, BEFORE TOO VERY LONG...
A LIGHT JUST WENT ON! HE'S BACK!
I WAS RIGHT! HE'S LIVING HERE AGAIN!
BUT, I STILL HAVE NO PROOF THAT RAXTON IS THE MAN I'M AFTER!
A HALF HOUR LATER...
HE'S GONE TO BED! THIS IS MY CHANCE!
I'LL JUST STICK ONE OF MY LITTLE "SPIDER TRACERS" BEHIND THE LAPEL OF HIS JACKET -- THERE!
THAT'S THAT! NOW IT'LL BE A CINCH FOR ME TO KEEP TABS ON HIM, NO MATTER WHAT!
7

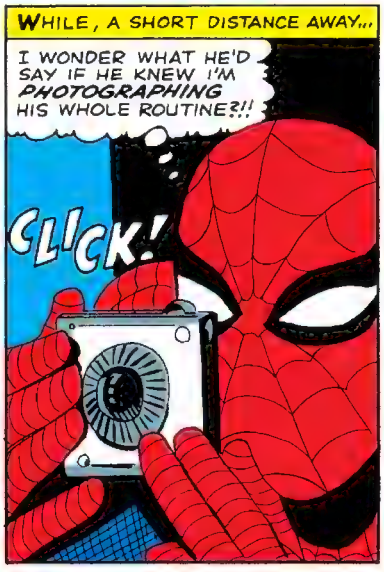
AND, AS THE DAYS SLOWLY PASS...
THERE'S THE SIGNAL! THAT MEANS HE'S ON THE MOVE NOW!
FALSE ALARM! HE'S JUST WALKING AROUND--! HE SEEMS ABOUT AS MENACING AS A TOOTSIE ROLL!
AND SO IT GOES, DAY AFTER DAY, UNTIL...
THE SIGNAL AGAIN! IT'S PROBABLY A WASTE OF TIME--BUT I CAN'T AFFORD TO TAKE ANY CHANCES!
IF THIS IS ANOTHER FALSE LEAD, I'LL HAVE TO FORGET THE WHOLE THING! I CAN'T KEEP NEGLECTING MY STUDIES THIS WAY MUCH LONGER!
I WONDER HOW MANY OTHER SUPER HEROES ARE AS WORRIED ABOUT PASSING THEIR EXAMS AS ABOUT BELTING THE BAD GUYS?
THERE HE IS NOW! BUT-- WHY IS HE WALKING ALONG A LONELY BACK ALLEY THAT WAY?
WELL, I GUESS I'LL FIND OUT SOON ENOUGH!
WHAT GOES IN HAS TO COME OUT--AND I'M WAITING HERE UNTIL HE DOES!
I'VE A HUNCH I'LL BE GETTING SOME ANSWERS PRETTY SOON!
THEN, FINALLY...
HOW ABOUT THAT! HE'S DISGUISED HIMSELF AGAIN!
8

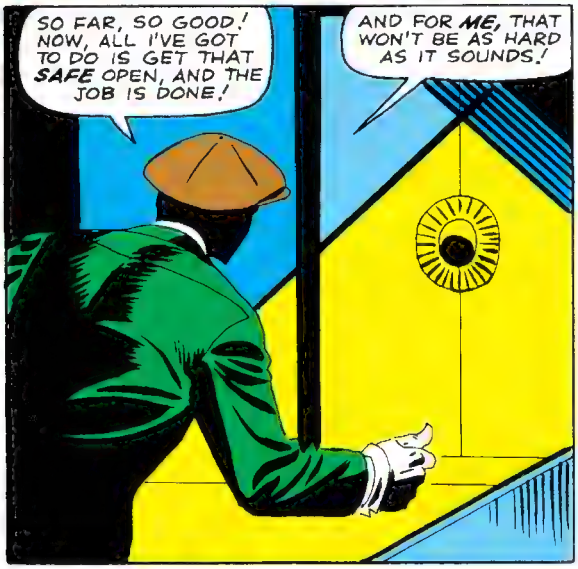
WHATEVER HE'S UP TO, IT'S GOT TO BE SOMETHING CROOKED, OR HE WOULDN'T NEED A DISGUISE!
SO, THIS TIME I'M NOT LETTING HIM OUT OF MY SIGHT!

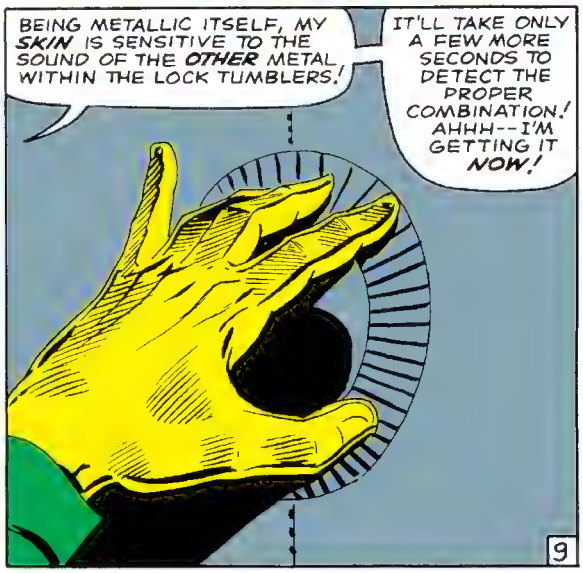

HE'S CUTTING THRU THE ALLEY RIGHT BEHIND THE JEWELRY SHOP HE TRIED TO ROB BEFORE!
HE MUST FIGURE NO ONE WOULD EXPECT HIM TO TRY THE SAME PLACE A SECOND TIME!


THERE! THAT TAKES CARE OF THE BURGLAR ALARM! NOW, THE REST WILL BE A SNAP!
SKRUNCH!

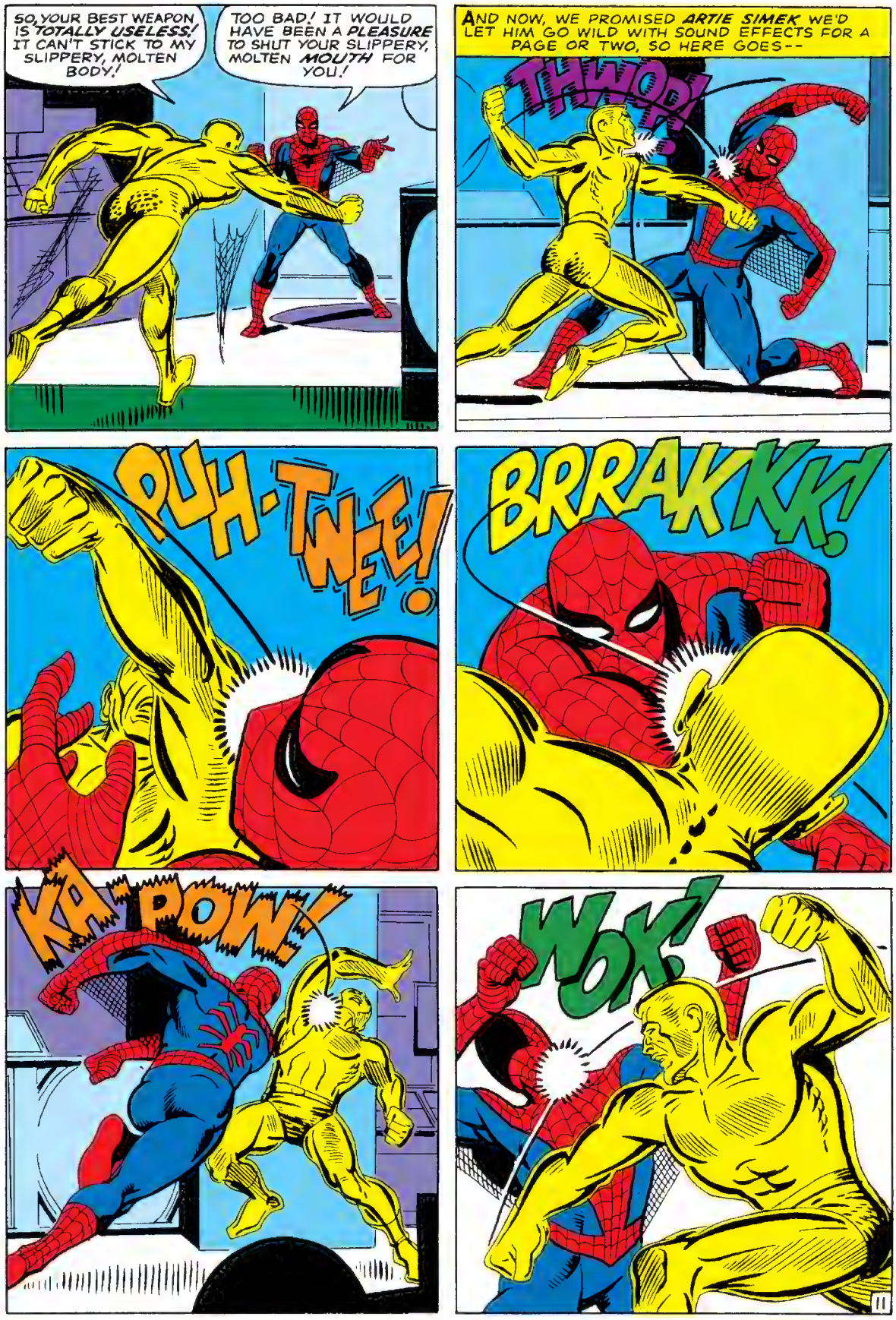

THE LOCK HASN'T BEEN BUILT THAT CAN KEEP ME OUT!
RRRIPP!


WHILE, A SHORT DISTANCE AWAY...
I WONDER WHAT HE'D SAY IF HE KNEW I'M PHOTOGRAPHING HIS WHOLE ROUTINE?!!
CLICK!


SO FAR, SO GOOD! NOW, ALL I'VE GOT TO DO IS GET THAT SAFE OPEN, AND THE JOB IS DONE!
AND FOR ME, THAT WON'T BE AS HARD AS IT SOUNDS!


BEING METALLIC ITSELF, MY SKIN IS SENSITIVE TO THE SOUND OF THE OTHER METAL WITHIN THE LOCK TUMBLERS!
IT'LL TAKE ONLY A FEW MORE SECONDS TO DETECT THE PROPER COMBINATION! AHHH--I'M GETTING IT NOW!

YOU SURE ARE!
SPIDER-MAN!!
SHUCKS!! I HOPED YOU'D THINK I WAS YOGI BERRA!
THAT'S A MIGHTY SHABBY SUIT YOU'RE WEARING, MISTER! IT MIGHT LOOK BETTER IF I COVER IT UP WITH SOME WASH-AND-WEAR WEBBING!
YOU WON'T GET ME WITH THAT BLASTED STICKUM THIS TIME--!
MY SUIT WAS SPECIALLY DESIGNED SO I COULD SHED IT IN SECONDS-- IN CASE I RAN INTO YOU!
THERE! I GOT OUT OF IT BEFORE YOUR WEBBING COULD COMPLETELY DRY!
10


SO, YOUR BEST WEAPON IS *TOTALLY USELESS!* IT CAN'T STICK TO MY SLIPPERY, MOLTEN BODY!
TOO BAD! IT WOULD HAVE BEEN A *PLEASURE* TO SHUT YOUR SLIPPERY, MOLTEN *MOUTH* FOR YOU!
AND NOW, WE PROMISED *ARTIE SIMEK* WE'D LET HIM GO WILD WITH SOUND EFFECTS FOR A PAGE OR TWO, SO HERE GOES--
THWOP!
PUH-TWEE!
BRRAKKK!
KA-POW!
WOK!
11

SPWAT!

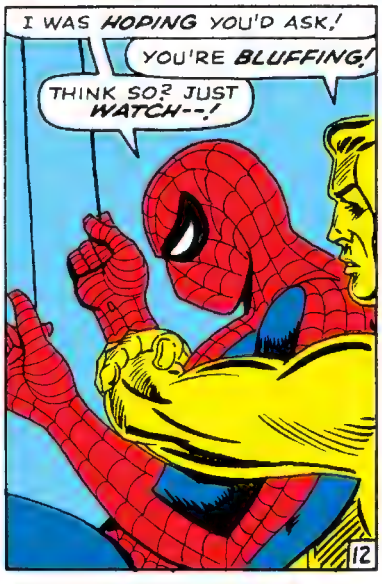
KA-BO
PP
OF

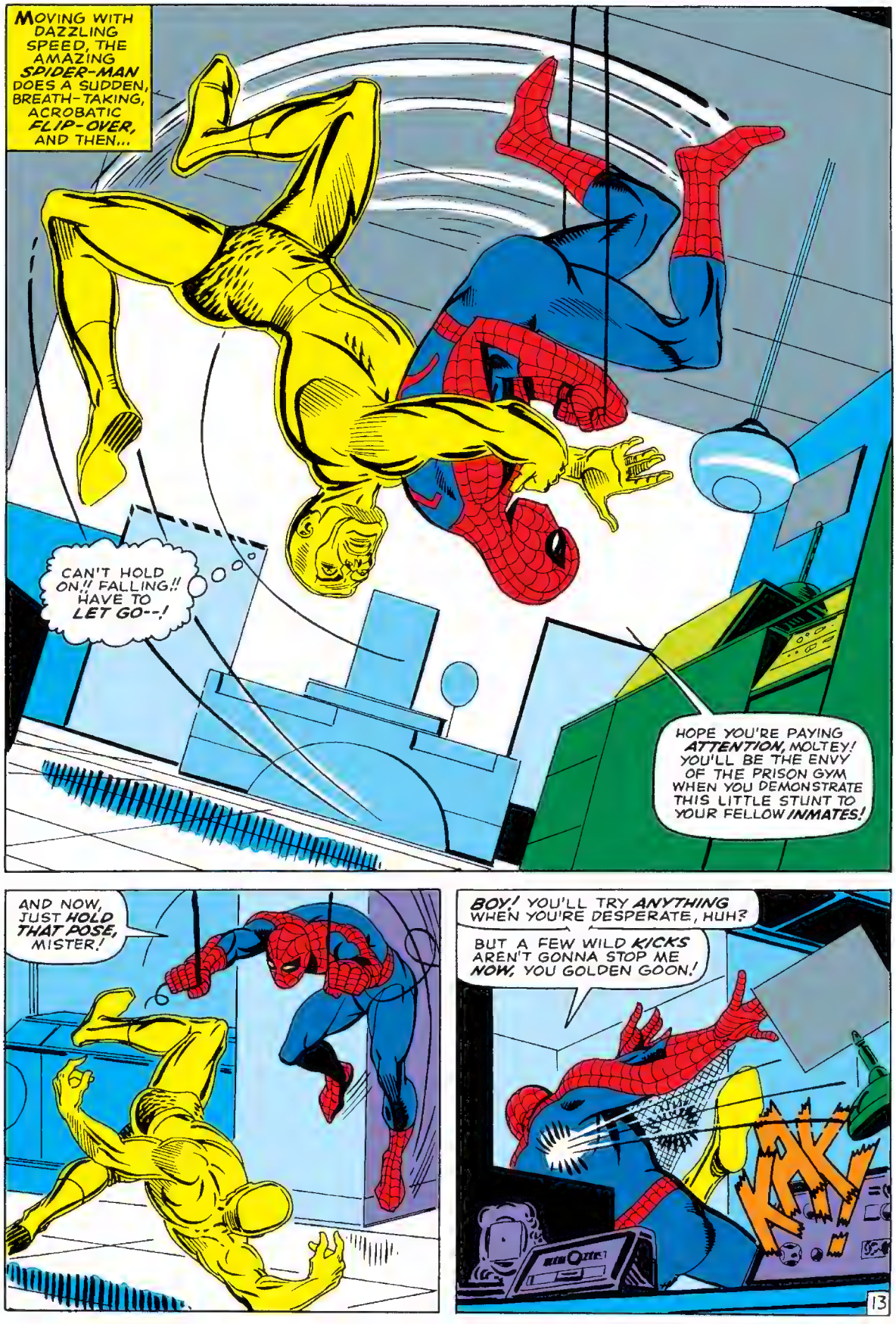
RAKK!

HAH! I PROVED I COULD TAKE THE BEST YOU CAN DISH OUT!
AND NOW, FROM HERE ON IN, I'M GONNA BE CALLING THE TUNE--HEAR??

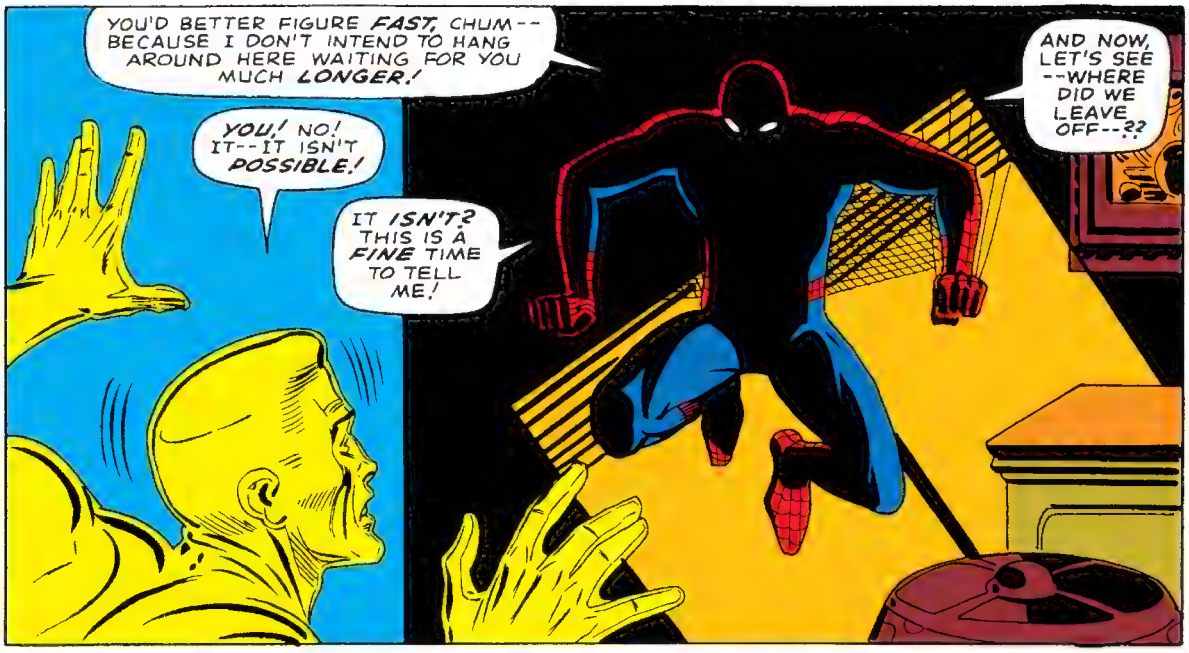
FIRST, USING THE METALLIC POWER OF MY MOLTEN BODY, I'LL CRUSH ALL THE FIGHT OUT OF YOU WITH AN UNBREAKABLE BEAR HUG!
YOU'RE JUST WHISTLING IN THE DARK, MOLTEY--
YOU CAN'T BEAT ME THAT WAY!

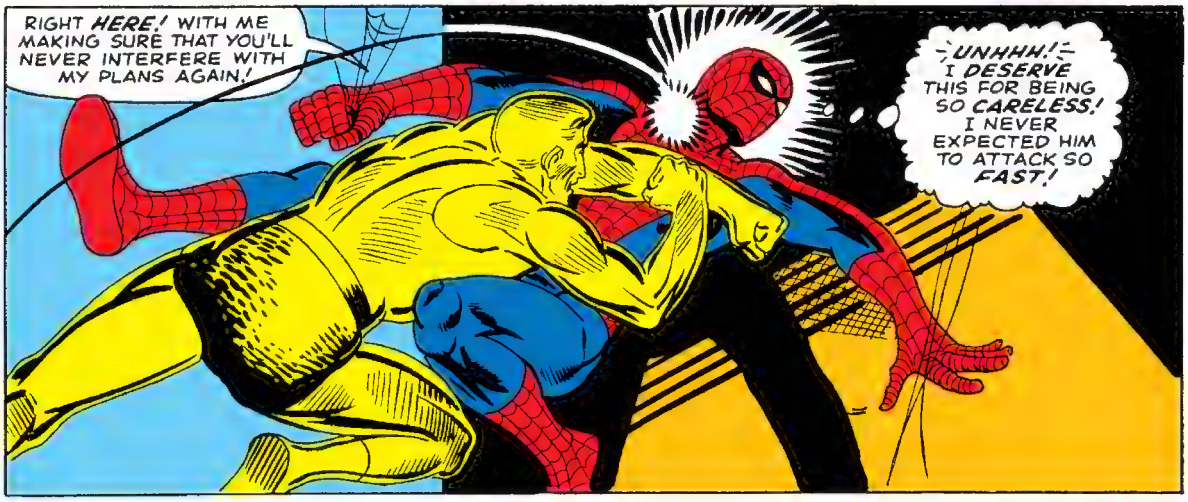
NO BEAR HUG CAN STOP MY WEBBING FROM ZIPPIN' UP TO THE CEILING, AND STICKING THERE!
WHAT GOOD'LL THAT DO YOU?

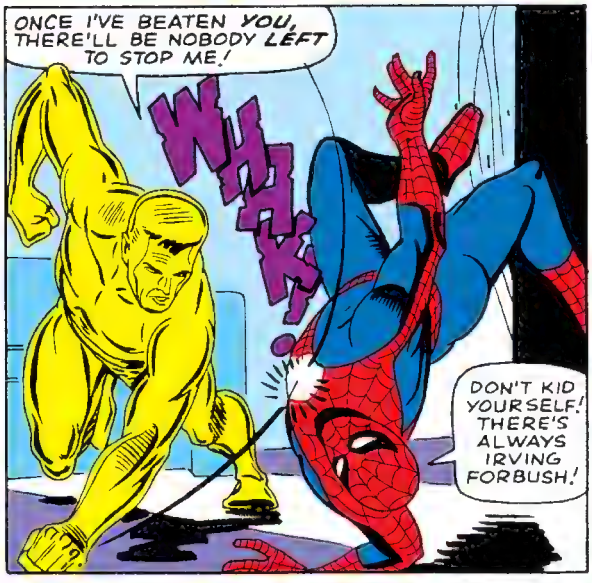

I WAS HOPING YOU'D ASK!
YOU'RE BLUFFING!
THINK SO? JUST WATCH--!

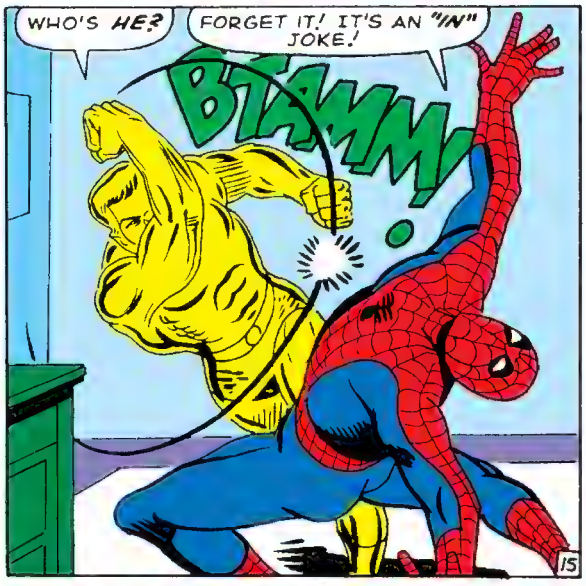

MOVING WITH DAZZLING SPEED, THE AMAZING SPIDER-MAN DOES A SUDDEN, BREATH-TAKING, ACROBATIC FLIP-OVER, AND THEN...
CAN'T HOLD ON!! FALLING!! HAVE TO LET GO--!
HOPE YOU'RE PAYING ATTENTION, MOLTEY! YOU'LL BE THE ENVY OF THE PRISON GYM WHEN YOU DEMONSTRATE THIS LITTLE STUNT TO YOUR FELLOW INMATES!
AND NOW, JUST HOLD THAT POSE, MISTER!
BOY! YOU'LL TRY ANYTHING WHEN YOU'RE DESPERATE, HUH?
BUT A FEW WILD KICKS AREN'T GONNA STOP ME NOW, YOU GOLDEN GOON!
KAK!

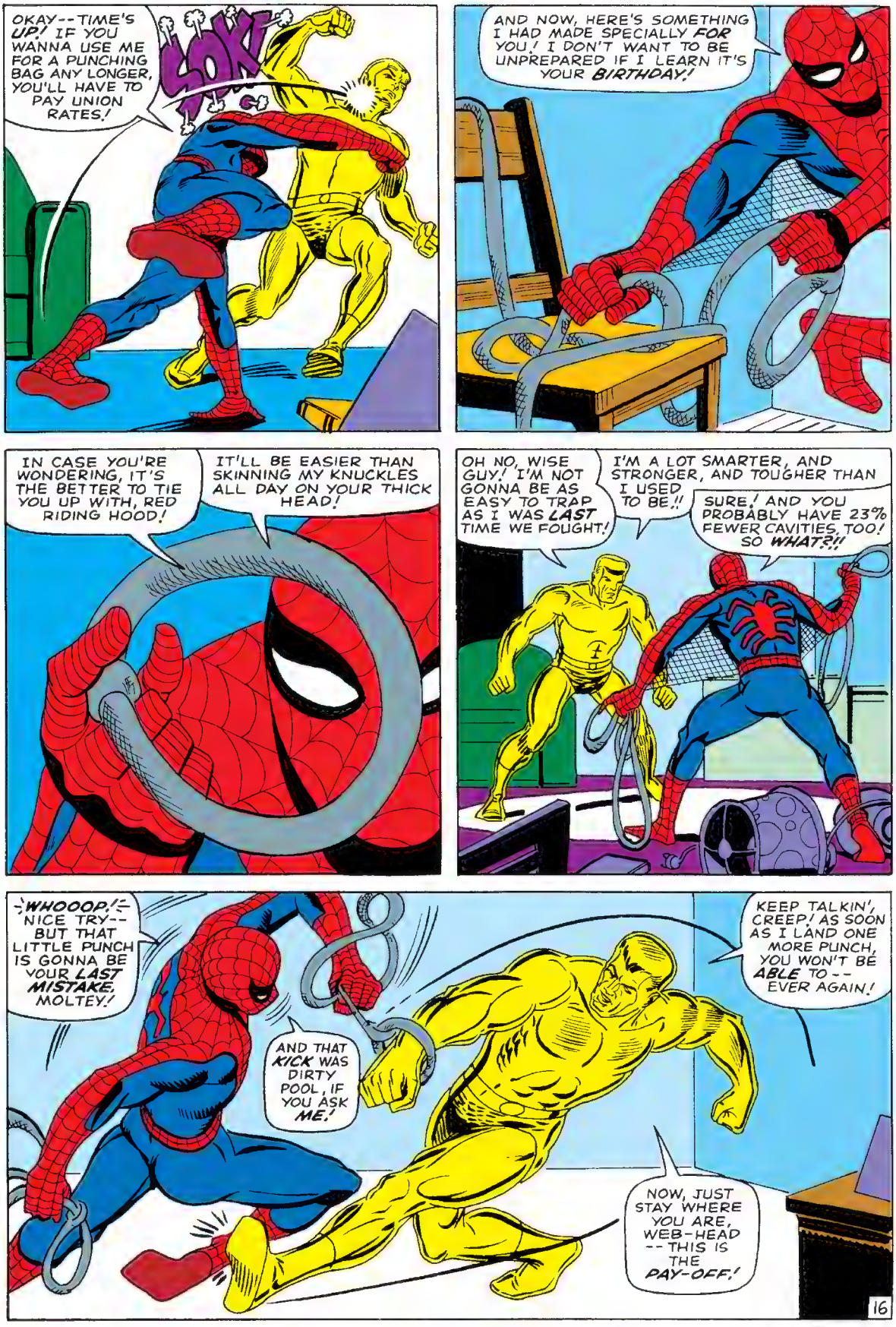
BUT, HIS RANDOM KICK DOES HELP THE MOLTEN MAN, FOR IT CAUSES SPIDEY TO COVER HIS FACE IN ORDER TO SHIELD HIMSELF FROM FLYING GLASS--!
KLANNG!
AND, IN THAT BRIEF INTERVAL, THE METALLIC MENACE MANAGES TO GAIN THE INITIATIVE AGAIN--ALBEIT TEMPORARILY!
GET BACK! BACK!
WHEW! YOU'VE GOT A CONVINCING WAY OF ASKING A FELLA, MOLTEY!
THOOM!
JUST WHAT I NEEDED-- A CHANCE TO ESCAPE!
THAT SHATTERED WINDOW IS SURE TO BRING THE POLICE! I'VE GOT TO VANISH BEFORE THEY ARRIVE!
WITHOUT NABBING ME, NO ONE CAN PROVE I WAS INVOLVED IN THESE ATTEMPTED ROBBERIES!
HE'S GONE AGAIN!
BUT THIS TIME HE WON'T GET AWAY FROM ME!
NOT WHILE I KNOW WHERE HE'S SURE TO BE HEADING!
I'LL JUST GET THERE VIA THE SKYWAY--- THERE'S LESS TRAFFIC UP HERE!
AND, AS FOR THE MOLTEN MAN...
MADE IT! AND I DIDN'T SEE THAT BLASTED WEB-SPINNER FOLLOWING ME-- SO I'M SAFE AGAIN!
NOW I'LL FIGURE OUT A WAY TO STRIKE BACK AT HIM--WHEN HE LEASTS EXPECTS IT!

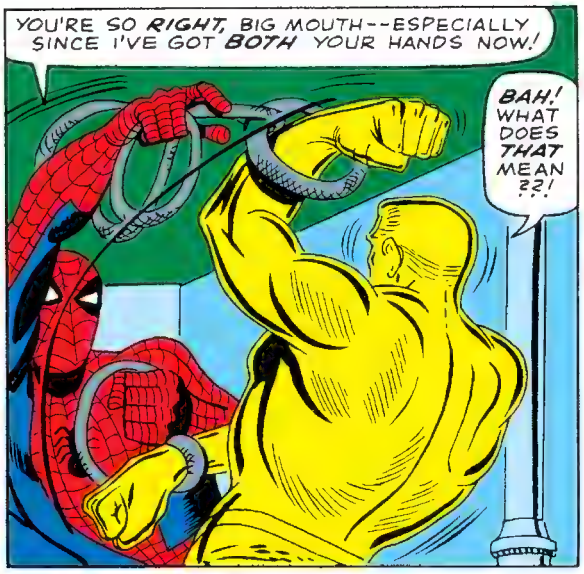

YOU'D BETTER FIGURE FAST, CHUM--BECAUSE I DON'T INTEND TO HANG AROUND HERE WAITING FOR YOU MUCH LONGER!
YOU! NO! IT--IT ISN'T POSSIBLE!
IT ISN'T? THIS IS A FINE TIME TO TELL ME!
AND NOW, LET'S SEE --WHERE DID WE LEAVE OFF--??

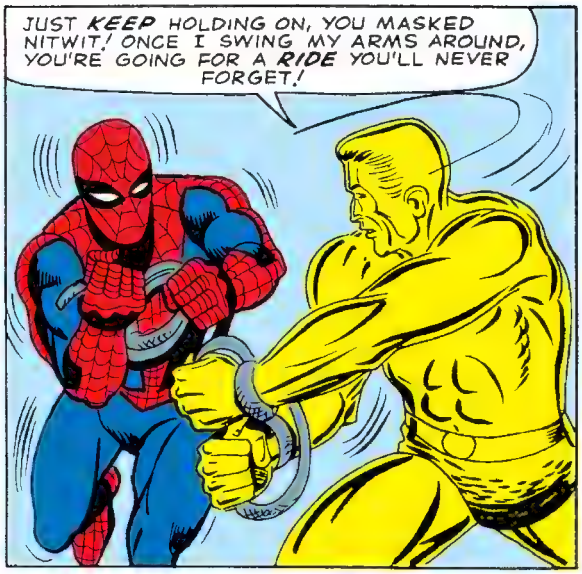

RIGHT HERE! WITH ME MAKING SURE THAT YOU'LL NEVER INTERFERE WITH MY PLANS AGAIN!
-UNHHH!- I DESERVE THIS FOR BEING SO CARELESS! I NEVER EXPECTED HIM TO ATTACK SO FAST!

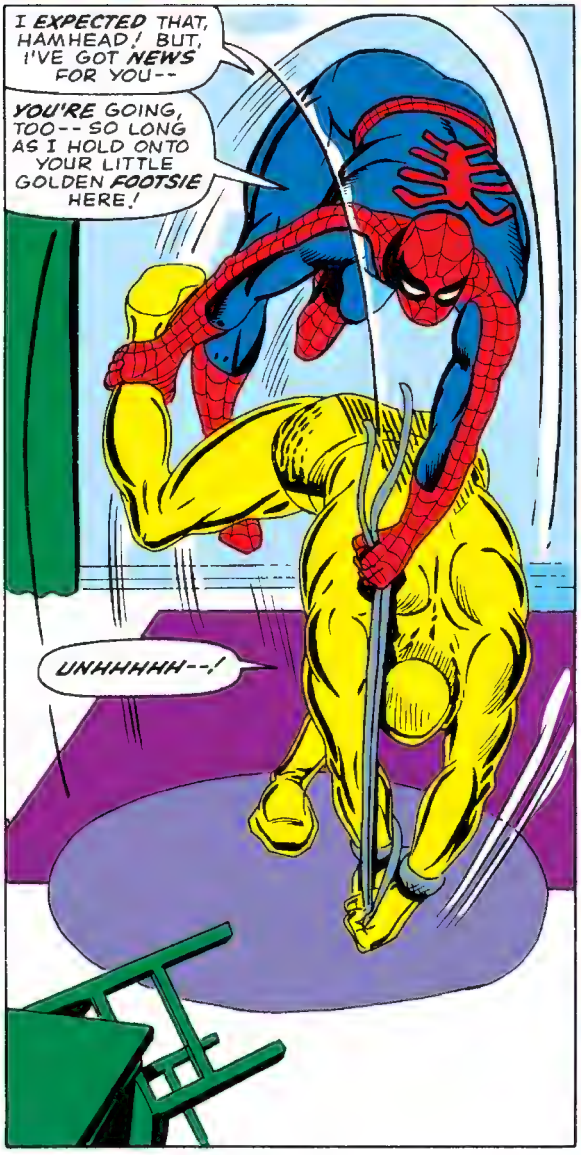

ONCE I'VE BEATEN YOU, THERE'LL BE NOBODY LEFT TO STOP ME!
WHAK!
DON'T KID YOURSELF! THERE'S ALWAYS IRVING FORBUSH!

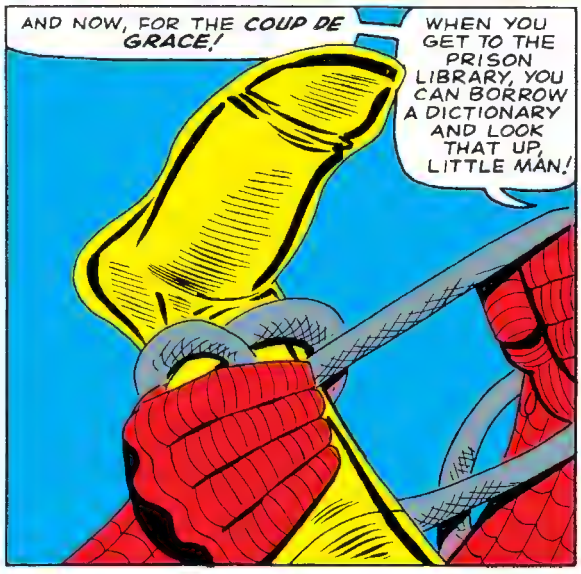

WHO'S HE?
FORGET IT! IT'S AN "IN" JOKE!
BTAAMM!


OKAY--TIME'S UP! IF YOU WANNA USE ME FOR A PUNCHING BAG ANY LONGER, YOU'LL HAVE TO PAY UNION RATES!
KLOK!
AND NOW, HERE'S SOMETHING I HAD MADE SPECIALLY FOR YOU! I DON'T WANT TO BE UNPREPARED IF I LEARN IT'S YOUR BIRTHDAY!
IN CASE YOU'RE WONDERING, IT'S THE BETTER TO TIE YOU UP WITH, RED RIDING HOOD!
IT'LL BE EASIER THAN SKINNING MY KNUCKLES ALL DAY ON YOUR THICK HEAD!
OH NO, WISE GUY! I'M NOT GONNA BE AS EASY TO TRAP AS I WAS LAST TIME WE FOUGHT!
I'M A LOT SMARTER, AND STRONGER, AND TOUGHER THAN I USED TO BE!!
SURE! AND YOU PROBABLY HAVE 23% FEWER CAVITIES, TOO! SO WHAT?!!
WHOOOP! NICE TRY-- BUT THAT LITTLE PUNCH IS GONNA BE YOUR LAST MISTAKE, MOLTEY!
AND THAT KICK WAS DIRTY POOL, IF YOU ASK ME!
KEEP TALKIN', CREEP! AS SOON AS I LAND ONE MORE PUNCH, YOU WON'T BE ABLE TO-- EVER AGAIN!
NOW, JUST STAY WHERE YOU ARE, WEB-HEAD -- THIS IS THE PAY-OFF!


YOU'RE SO *RIGHT*, BIG MOUTH--ESPECIALLY SINCE I'VE GOT *BOTH* YOUR HANDS NOW!
BAH! WHAT DOES *THAT* MEAN ??!

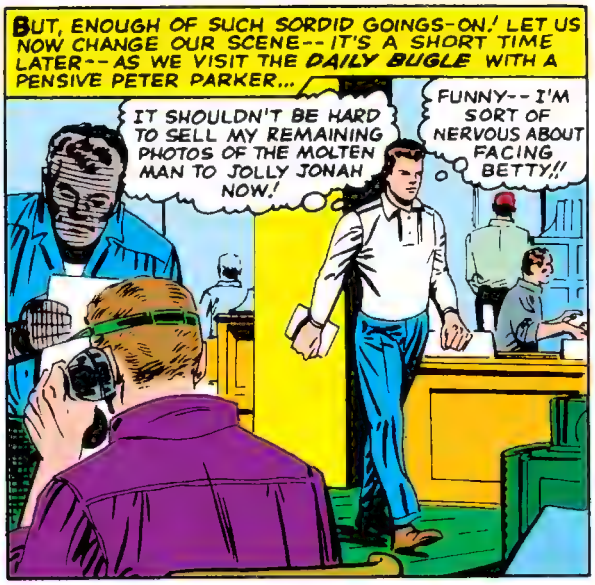

JUST *KEEP* HOLDING ON, YOU MASKED NITWIT! ONCE I SWING MY ARMS AROUND, YOU'RE GOING FOR A *RIDE* YOU'LL NEVER FORGET!


I *EXPECTED* THAT, HAMHEAD! BUT, I'VE GOT *NEWS* FOR YOU--
YOU'RE GOING, TOO-- SO LONG AS I HOLD ONTO YOUR LITTLE GOLDEN *FOOTSIE* HERE!
UNHHHHH--!

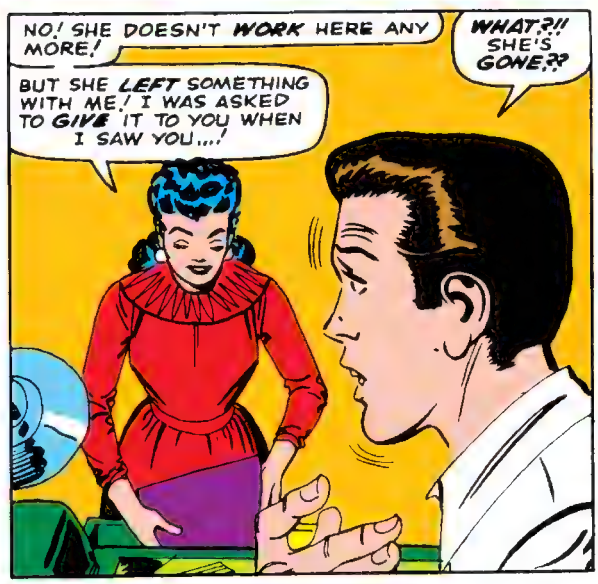

AND NOW, FOR THE *COUP DE GRACE!*
WHEN YOU GET TO THE PRISON LIBRARY, YOU CAN BORROW A DICTIONARY AND LOOK THAT UP, LITTLE MAN!

ALL RIGHT-- SO YOU'VE GOT ME HOG-TIED! SO *WHAT?* YOU CAN'T *PROVE* I WAS INVOLVED IN ANY ROBBERIES! IT'LL JUST BE *YOUR* WORD AGAINST *MINE!*
I'LL BE AS FREE AS THE BREEZE LATER ON-- FREE TO PAY YOU *BACK* FOR THIS--IN *SPADES!*
BOY! ARE *YOU* ABOUT TO LEARN THE FACTS OF LIFE--!

MINUTES LATER, A SCENE WHICH OCCURRED A FEW MONTHS AGO IS REPEATED ANEW-- TO THE EXTREME DISCOMFITURE OF A MAN NAMED RAXTON...
GET ME OUT OF HERE! YOU'VE NOTHING ON ME!
ACCORDING TO THIS NOTE FROM SPIDER-MAN, IF WE HOLD YOU FOR A LITTLE WHILE, HE'LL BRING US PROOF THAT YOU WERE INVOLVED IN SOME ROBBERY ATTEMPTS!
LOOKS LIKE THIS IS GETTING TO BE A HABIT WITH YOU, FELLA!
WELL, I GUESS WE CAN STAND YOUR COMPANY FOR A WHILE, IF YOU'LL PUT UP WITH OURS!
GET HIM DOWN FROM THERE! WE'LL HOLD HIM ON SUSPICION OF ROBBERY FOR AS LONG AS WE CAN!
HOLD IT, NOW! EVEN THOUGH THE ACTION'S OVER, WE WANT YOU TO STICK AROUND FOR THE WRAP-UP! IT WON'T TAKE LONG...
FOR ONCE EVERYTHING WORKED OUT PERFECTLY! I HAD MY CAMERA ALL SET UP AND SNAPPED EVERYTHING I NEED!
WOW! I CAN HEAR RAXTON BELLOWING TO BEAT THE BAND FROM 'WAY OUT HERE!
YOU CAN'T DO THIS TO ME! I KNOW MY RIGHTS! YOU CAN'T KEEP ME HERE! I DIDN'T DO ANYTHING! I'M AS INNOCENT AS A NEW-BORN BABY!
WE'RE GLAD TO HEAR THAT, RAXTON! WANT US TO FETCH YOUR FORMULA FOR YOU?
ANYWAY, IF YOU GO CHARGING OUT OF HERE, YOU'LL PROBABLY JUST GET TIED UP BY SPIDER-MAN AGAIN! YOU'RE BETTER OFF WHERE YOU ARE!
YOU TELL 'IM, SARGE!
MY EARS WERE BURNING! SOMEONE MENTION MY NAME?
THESE PICTURES SHOULD GIVE YOU ALL THE EVIDENCE YOU NEED TO HOLD THE MOLTEN MAN UNTIL HE TARNISHES!
SPIDER-MAN! YOU KEPT YOUR WORD!
LET ME SEE WHAT'S IN THAT ENVELOPE! I DON'T BELIEVE IT!
SURE, TAKE A LOOK! BELIEVE IT NOW, MISTER RAXTON?
SHOTS OF ME CHANGING DISGUISE--BREAKING INTO THE SHOP--EVERYTHING! H-HOW--??
BRING YOUR NOTEBOOK, LOU! WE'VE GOT A CONFESSION COMING UP!
18

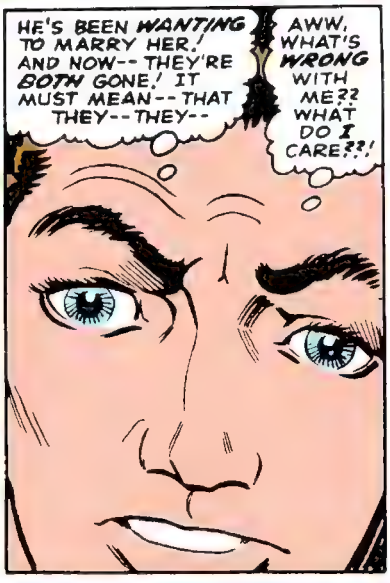

BUT, ENOUGH OF SUCH SORDID GOINGS-ON! LET US NOW CHANGE OUR SCENE--IT'S A SHORT TIME LATER--AS WE VISIT THE DAILY BUGLE WITH A PENSIVE PETER PARKER...
IT SHOULDN'T BE HARD TO SELL MY REMAINING PHOTOS OF THE MOLTEN MAN TO JOLLY JONAH NOW!
FUNNY--I'M SORT OF NERVOUS ABOUT FACING BETTY!!

HELLO, BETTY! IS J. J. IN HIS OFF--WHA--? YOU'RE NOT BETTY!!
OH, YOU MUST BE PETER PARKER, THE YOUNG PHOTOGRAPHER I HEARD ABOUT!
YES, I GUESS THAT'S RIGHT! BUT--WHERE'S BETTY? IS SHE ON VACATION?


NO! SHE DOESN'T WORK HERE ANY MORE!
WHAT?!! SHE'S GONE??
BUT SHE LEFT SOMETHING WITH ME! I WAS ASKED TO GIVE IT TO YOU WHEN I SAW YOU...!

MY PHOTO! IS--IS THIS ALL?
WHY, YES! I'M AFRAID SO--!

WHAT ABOUT NED LEEDS? DID HE LEAVE--TOO?
I BELIEVE HE DID GO TO THE WEST COAST! ACTUALLY, I'M STILL NEW HERE--I'M NOT SURE OF EVERYBODY'S WHEREABOUTS!


HE'S BEEN WANTING TO MARRY HER! AND NOW--THEY'RE BOTH GONE! IT MUST MEAN--THAT THEY--THEY--
AWW, WHAT'S WRONG WITH ME?? WHAT DO I CARE??!

HERE! I BROUGHT THESE PHOTOS FOR JAMESON! HE CAN HAVE THEM!
BUT, WHAT ABOUT YOUR CHECK?
HE KNOWS MY ADDRESS--LET HIM MAIL IT!

NEXT ISH...

...A SWINGIN' SUPER-VILLAIN, SO DIFFERENT, SO NEW, WE CAN'T EVEN TELL YOU HIS NAME YET!

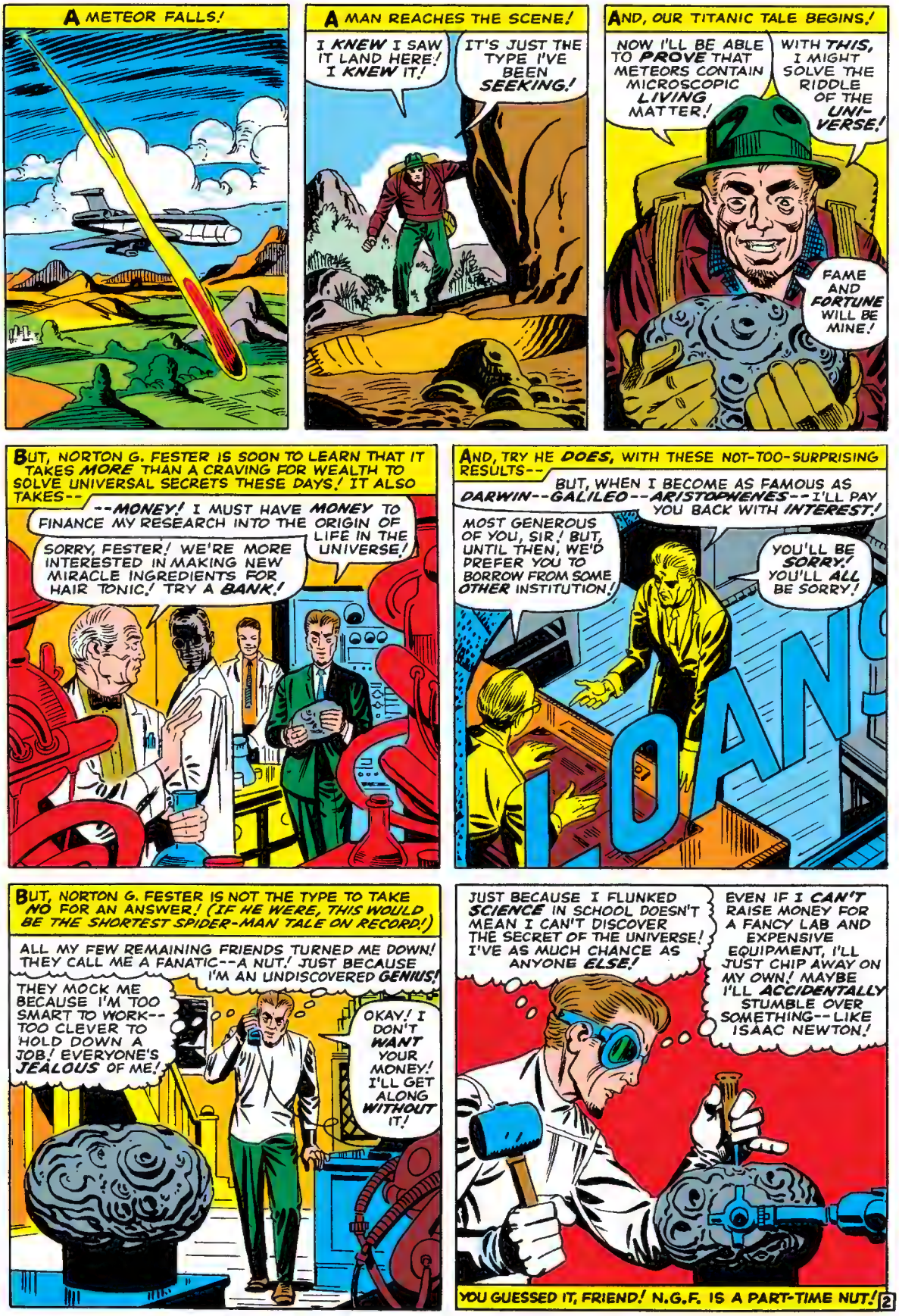
LET'S MEET HIM TOGETHER IN *SPIDER-MAN* #36! 'NUFF SAID!

the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP
IND.
36 MAY
SPIDEY AS YOU LIKE HIM!
IN COLLEGE! IN TROUBLE!
IN ACTION! ACTION! ACTION!
"WHEN FALLS THE METEOR!"

THE AMAZING SPIDER-MAN!

"WHEN FALLS THE METEOR!"

SCRIPT & EDITING: STAN LEE | PLOT AND ARTWORK: STEVE DITKO | LETTERING 'N STUFF: ART SIMEK

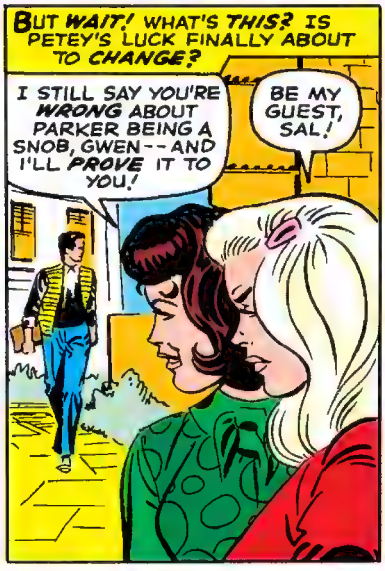

A METEOR FALLS!
A MAN REACHES THE SCENE!
I KNEW I SAW IT LAND HERE! I KNEW IT!
IT'S JUST THE TYPE I'VE BEEN SEEKING!
AND, OUR TITANIC TALE BEGINS!
NOW I'LL BE ABLE TO PROVE THAT METEORS CONTAIN MICROSCOPIC LIVING MATTER!
WITH THIS, I MIGHT SOLVE THE RIDDLE OF THE UNI-VERSE!
FAME AND FORTUNE WILL BE MINE!
BUT, NORTON G. FESTER IS SOON TO LEARN THAT IT TAKES MORE THAN A CRAVING FOR WEALTH TO SOLVE UNIVERSAL SECRETS THESE DAYS! IT ALSO TAKES--
--MONEY! I MUST HAVE MONEY TO FINANCE MY RESEARCH INTO THE ORIGIN OF LIFE IN THE UNIVERSE!
SORRY, FESTER! WE'RE MORE INTERESTED IN MAKING NEW MIRACLE INGREDIENTS FOR HAIR TONIC! TRY A BANK!
AND, TRY HE DOES, WITH THESE NOT-TOO-SURPRISING RESULTS--
BUT, WHEN I BECOME AS FAMOUS AS DARWIN--GALILEO--ARISTOPHENES--I'LL PAY YOU BACK WITH INTEREST!
MOST GENEROUS OF YOU, SIR! BUT, UNTIL THEN, WE'D PREFER YOU TO BORROW FROM SOME OTHER INSTITUTION!
YOU'LL BE SORRY! YOU'LL ALL BE SORRY!
LOAN
BUT, NORTON G. FESTER IS NOT THE TYPE TO TAKE NO FOR AN ANSWER! (IF HE WERE, THIS WOULD BE THE SHORTEST SPIDER-MAN TALE ON RECORD!)
ALL MY FEW REMAINING FRIENDS TURNED ME DOWN! THEY CALL ME A FANATIC--A NUT! JUST BECAUSE I'M AN UNDISCOVERED GENIUS!
THEY MOCK ME BECAUSE I'M TOO SMART TO WORK--TOO CLEVER TO HOLD DOWN A JOB! EVERYONE'S JEALOUS OF ME!
OKAY! I DON'T WANT YOUR MONEY! I'LL GET ALONG WITHOUT IT!
JUST BECAUSE I FLUNKED SCIENCE IN SCHOOL DOESN'T MEAN I CAN'T DISCOVER THE SECRET OF THE UNIVERSE! I'VE AS MUCH CHANCE AS ANYONE ELSE!
EVEN IF I CAN'T RAISE MONEY FOR A FANCY LAB AND EXPENSIVE EQUIPMENT, I'LL JUST CHIP AWAY ON MY OWN! MAYBE I'LL ACCIDENTALLY STUMBLE OVER SOMETHING--LIKE ISAAC NEWTON!
YOU GUESSED IT, FRIEND! N.G.F. IS A PART-TIME NUT!

BUT, EVEN A PUSSYCAT LIKE HIM CAN HAVE A LUCKY BREAK-- IF THAT'S WHAT YOU WANNA CALL THIS--!
-UHHHH!- I-I MUST HAVE HIT INTO A GAS POCKET!
CAN'T BREATHE! IT'S CHOKING ME! GOT TO GET AWAY FROM IT--!
COUGHING, GASPING, FESTER FALLS BACK AGAINST A LOOSE, UPRIGHT CABINET...
THE GAS WON'T LEAVE ME! IT'S CLINGING-- -KOFF KOFF- --SEEPING RIGHT INTO MY SKIN!!
THUMP!
THEN, FOR A FEW SILENT MOMENTS, ALL IS QUIET--
UNTIL--
OHHHH! THOSE WISPS OF GAS-- JUST FADING AWAY NOW! AND THAT STRANGE ODOR --WHY--WHY DO I FEEL SO--DIFFERENT??
SOMETHING'S LYING ON MY BACK! I'VE GOT TO REMOVE IT--!
N-NO! NO! IT ISN'T POSSIBLE!
EVEN EMPTY, THIS CABINET WEIGHS AT LEAST A HUNDRED POUNDS! BUT-- I'M LIFTING IT LIKE A FEATHER!
I'VE GOT TO TRY SOME-THING ELSE-- QUICKLY--!
THERE'S NO DOUBT ABOUT IT! MY STRENGTH HAS BEEN MULTIPLIED MANY TIMES! IT MUST BE THE METEOR GAS-- THAT'S WHAT AFFECTED ME!
THIS MEANS GOOD-BYE TO NORTON G. FESTER, PROFESSIONAL FAILURE!
AND IT MEANS HELLO TO-- TO--WHAT?
3

I'D BETTER EXAMINE MYSELF MORE COMPLETELY!
EVEN MY ARMS--MY LEGS--MY BODY--THEY ALL FEEL STRANGELY DIFFERENT!
--AS THOUGH SOME SUPER-HUMAN POWER IS COURSING THRU ME!
I FEEL SO STRONG--SO ALIVE! AS THOUGH I CAN DO ANYTHING!
I'VE GOT TO BE SURE IT'S NOT MY IMAGINATION! I'VE GOT TO TRY SOME-THING--!
-GASP!- I CAN'T BE IMAGINING THIS! MY MUSCLES THEMSELVES HAVE MANY TIMES THEIR NORMAL POWER!
IT'S WHAT EVERYBODY ALWAYS DREAMS OF IN HIS WILDEST FANTASIES! HOW WONDERFUL--HOW FITTING THAT IT HAPPENED TO ME!
I'M TOO CLEVER TO WASTE SUCH A GOLDEN OPPORTUNITY!
CAN'T STOP TESTING MY STRENGTH! I'M A POWER-HOUSE!
NEVERMORE WILL I HAVE TO WORRY ABOUT GETTING MONEY WHEN I WANT IT! NOT NOW--WITH MY SUPER-HUMAN POWER!
THE WORLD CAN EVENTUALLY BELONG TO NORTON G. FESTER--IF I PLAN CAREFULLY!
AND NOW, BEFORE SOME BRAND ECHH DROPOUT SUGGESTS THAT WE CHANGE THE NAME OF THIS MAG TO THE AMAZING FESTER-MAN, WE'LL SWITCH OUR SCENE TO THE CAMPUS OF EMPIRE STATE U., WHERE WE FIND PEERLESS PETER PARKER ENGAGED IN ONE OF HIS SILENT, SWINGIN' SOLILOQUIES--!
DUE TO MY RECENT BATTLES WITH KRAVEN AND THE MOLTEN MAN, I'VE BEEN FORCED TO MISS A LOT OF CLASSES!
AND, WHAT'S EQUALLY BAD IS THE FACT THAT EVERYONE'S HAD A CHANCE TO GET TO KNOW EACH OTHER--AND TO FORM CLOSE FRIENDSHIPS--EXCEPT MRS. PARKER'S BAD LUCK NEPHEW!
BUT, BETTER LATE THAN NEVER! I'LL START MAKING WITH THE CHARM NOW!
4

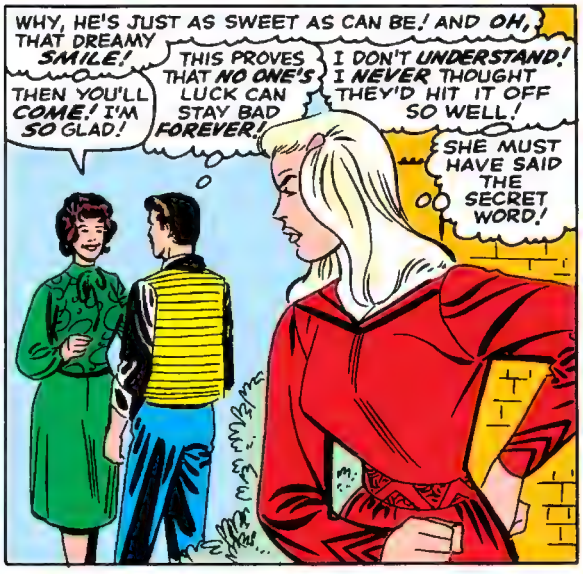
HI, FELLAS! GREAT DAY TODAY, ISN'T IT? HOW'S IT GOING?
FINE!
CAN'T COMPLAIN!
-MUMBLE-
C'MON, OR WE'LL BE LATE!

SOMETIMES I GET THE FEELING I WAS INTENDED FOR A DIFFERENT SOLAR SYSTEM!
IT'S JUST AS I THOUGHT! THEY'VE ALL FORMED THEIR OWN TIGHT LITTLE GROUPS! P. PARKER, ESQ., IS ON THE OUTSIDE LOOKING IN AGAIN--AS USUAL!

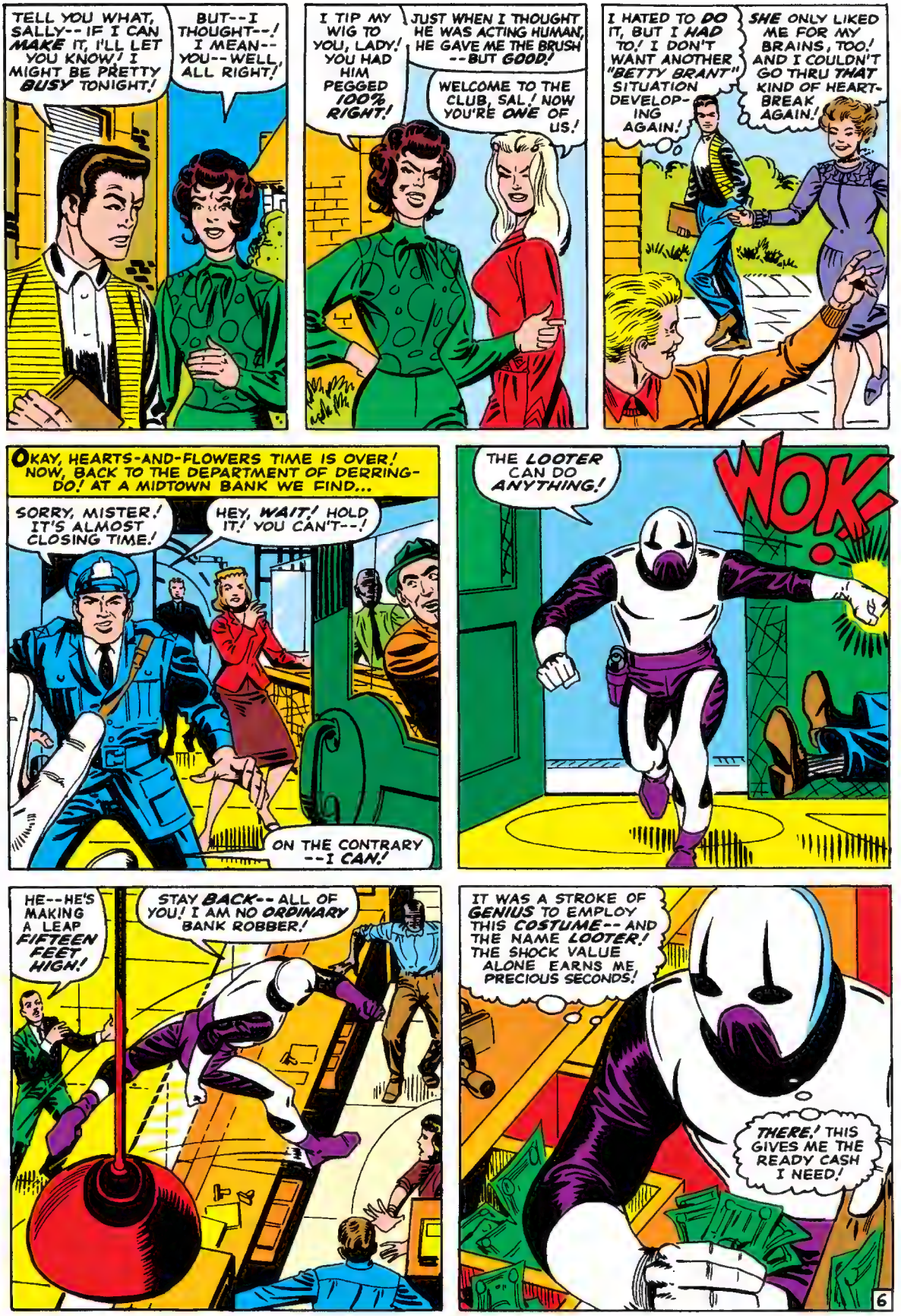

BUT WAIT! WHAT'S THIS? IS PETEY'S LUCK FINALLY ABOUT TO CHANGE?
I STILL SAY YOU'RE WRONG ABOUT PARKER BEING A SNOB, GWEN--AND I'LL PROVE IT TO YOU!
BE MY GUEST, SAL!

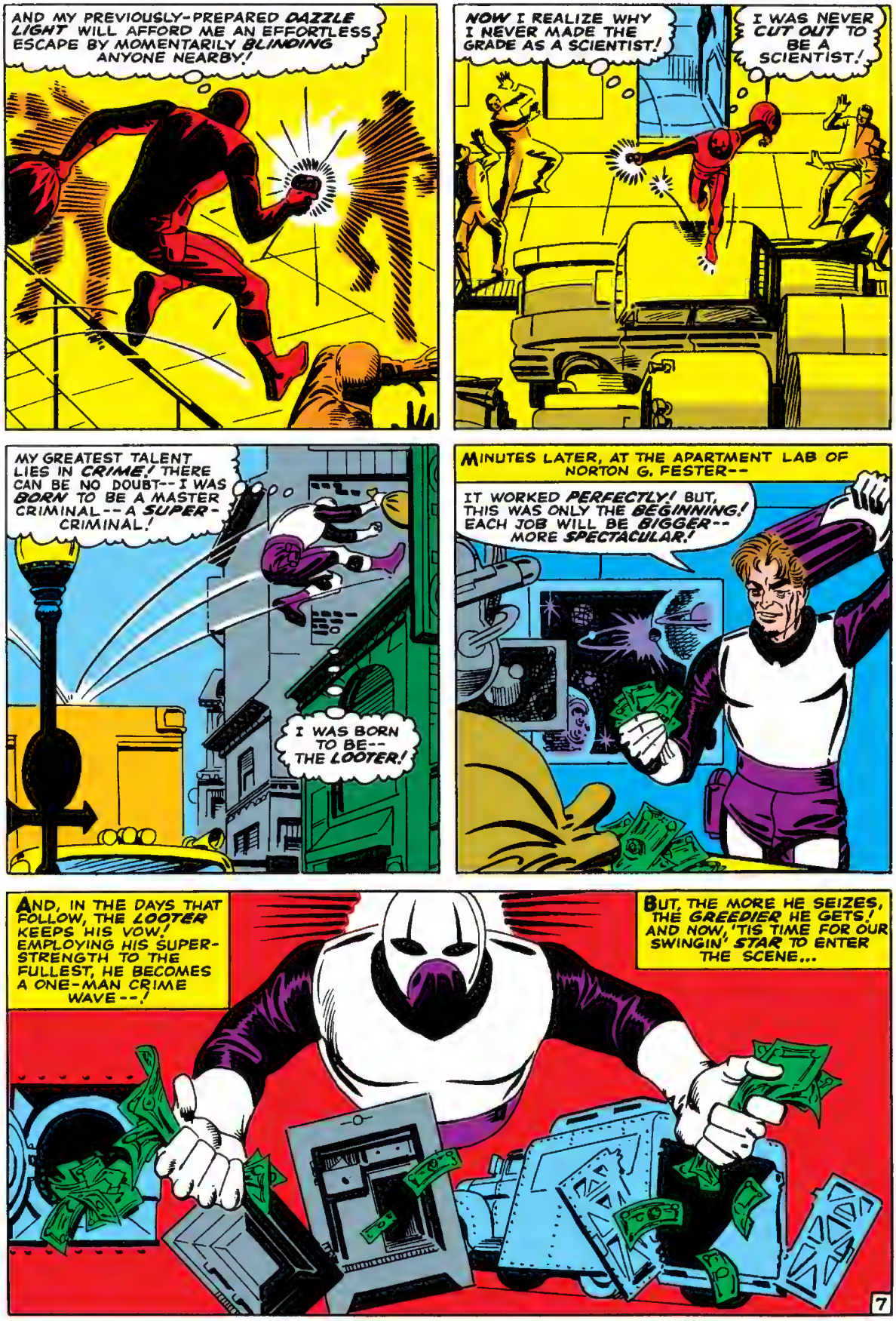
PETER! REMEMBER ME? I'M SALLY GREEN--I'M IN YOUR ENGLISH LIT CLASS! MAY I TALK TO YOU?
SURE THING, SALLY! YOU BET!
HALLELUJAH! THE TIDE'S TURNED AT LAST!

I'M HAVING A GET-TOGETHER AT MY PLACE LATER--JUST FOR THE KIDS IN THE CLASS--
SAY! THAT SOUNDS LIKE A GREAT IDEA!

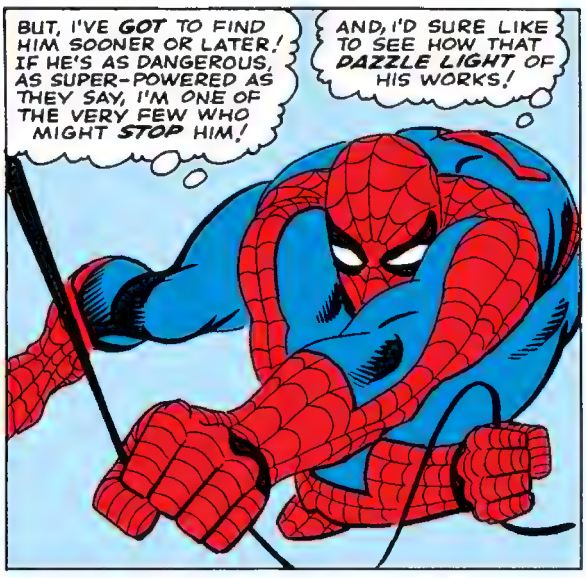

WHY, HE'S JUST AS SWEET AS CAN BE! AND OH, THAT DREAMY SMILE!
THEN YOU'LL COME! I'M SO GLAD!
THIS PROVES THAT NO ONE'S LUCK CAN STAY BAD FOREVER!
I DON'T UNDERSTAND! I NEVER THOUGHT THEY'D HIT IT OFF SO WELL!
SHE MUST HAVE SAID THE SECRET WORD!

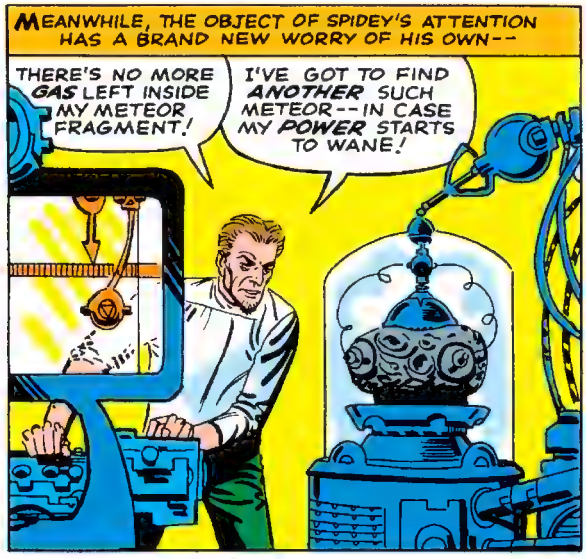
I WAS HOPING YOU'D COME, BECAUSE I'M SO ANXIOUS TO HAVE AT LEAST ONE BOY WITH BRAINS, INSTEAD OF ALL THOSE BRAWNY ATHLETIC TYPES!
OH NO! NOT AGAIN! WILL I ALWAYS BE THOUGHT OF AS NOTHING BUT AN EGGHEAD??


TELL YOU WHAT, SALLY--IF I CAN MAKE IT, I'LL LET YOU KNOW! I MIGHT BE PRETTY BUSY TONIGHT!
BUT--I THOUGHT--! I MEAN--YOU--WELL, ALL RIGHT!
I TIP MY WIG TO YOU, LADY! YOU HAD HIM PEGGED 100% RIGHT!
JUST WHEN I THOUGHT HE WAS ACTING HUMAN, HE GAVE ME THE BRUSH --BUT GOOD!
WELCOME TO THE CLUB, SAL! NOW YOU'RE ONE OF US!
I HATED TO DO IT, BUT I HAD TO! I DON'T WANT ANOTHER "BETTY BRANT" SITUATION DEVELOPING AGAIN!
SHE ONLY LIKED ME FOR MY BRAINS, TOO! AND I COULDN'T GO THRU THAT KIND OF HEARTBREAK AGAIN!
OKAY, HEARTS-AND-FLOWERS TIME IS OVER! NOW, BACK TO THE DEPARTMENT OF DERRING-DO! AT A MIDTOWN BANK WE FIND...
SORRY, MISTER! IT'S ALMOST CLOSING TIME!
HEY, WAIT! HOLD IT! YOU CAN'T--!
ON THE CONTRARY --I CAN!
THE LOOTER CAN DO ANYTHING!
WOK!
HE--HE'S MAKING A LEAP FIFTEEN FEET HIGH!
STAY BACK--ALL OF YOU! I AM NO ORDINARY BANK ROBBER!
IT WAS A STROKE OF GENIUS TO EMPLOY THIS COSTUME--AND THE NAME LOOTER! THE SHOCK VALUE ALONE EARNS ME PRECIOUS SECONDS!
THERE! THIS GIVES ME THE READY CASH I NEED!

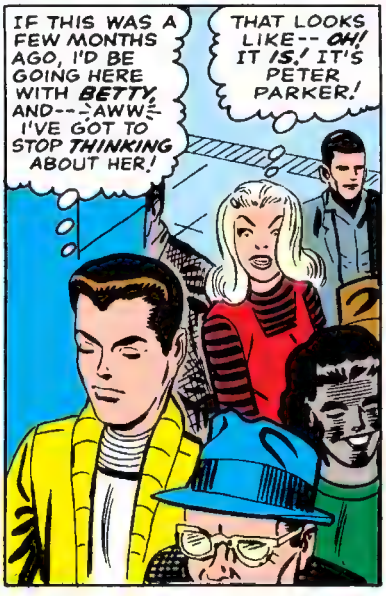

AND MY PREVIOUSLY-PREPARED DAZZLE LIGHT WILL AFFORD ME AN EFFORTLESS ESCAPE BY MOMENTARILY BLINDING ANYONE NEARBY!
NOW I REALIZE WHY I NEVER MADE THE GRADE AS A SCIENTIST!
I WAS NEVER CUT OUT TO BE A SCIENTIST!
MY GREATEST TALENT LIES IN CRIME! THERE CAN BE NO DOUBT--I WAS BORN TO BE A MASTER CRIMINAL--A SUPER-CRIMINAL!
I WAS BORN TO BE-- THE LOOTER!
MINUTES LATER, AT THE APARTMENT LAB OF NORTON G. FESTER--
IT WORKED PERFECTLY! BUT, THIS WAS ONLY THE BEGINNING! EACH JOB WILL BE BIGGER-- MORE SPECTACULAR!
AND, IN THE DAYS THAT FOLLOW, THE LOOTER KEEPS HIS VOW! EMPLOYING HIS SUPER-STRENGTH TO THE FULLEST, HE BECOMES A ONE-MAN CRIME WAVE--!
BUT, THE MORE HE SEIZES, THE GREEDIER HE GETS! AND NOW, 'TIS TIME FOR OUR SWINGIN' STAR TO ENTER THE SCENE...

LIKE A WRAITH IN THE NIGHT, THE WORLD'S MOST AMAZING WEB-SPINNER TAKES UP THE CITY-WIDE SEARCH FOR THE ELUSIVE LOOTER! BUT, TRY AS HE MAY, HE FINDS--
NO TRACE OF HIM! JUST MY LUCK-- THE ONE NIGHT I CAN TAKE A FEW HOURS OFF FROM MY STUDIES--
--AND IT HAS TO BE THE NIGHT THAT THE LOOTER IS PROBABLY OUT PLAYING PINOCHLE!

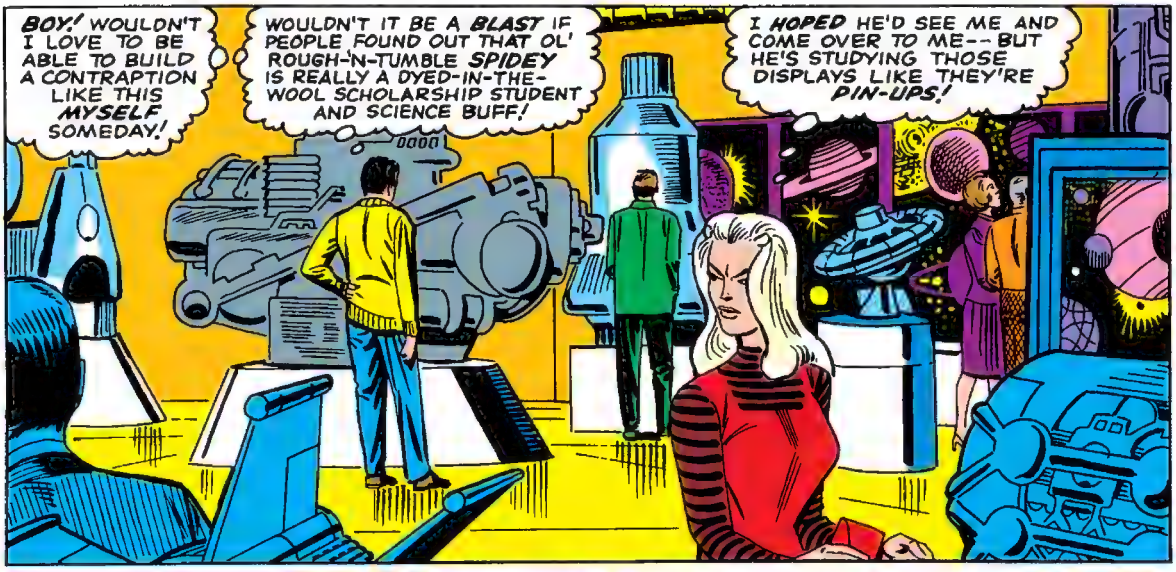

BUT, I'VE GOT TO FIND HIM SOONER OR LATER! IF HE'S AS DANGEROUS, AS SUPER-POWERED AS THEY SAY, I'M ONE OF THE VERY FEW WHO MIGHT STOP HIM!
AND, I'D SURE LIKE TO SEE HOW THAT DAZZLE LIGHT OF HIS WORKS!


MEANWHILE, THE OBJECT OF SPIDEY'S ATTENTION HAS A BRAND NEW WORRY OF HIS OWN--
THERE'S NO MORE GAS LEFT INSIDE MY METEOR FRAGMENT!
I'VE GOT TO FIND ANOTHER SUCH METEOR--IN CASE MY POWER STARTS TO WANE!

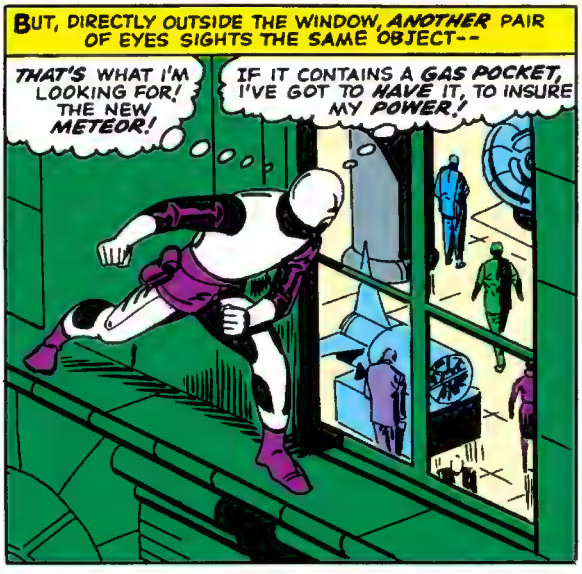
AND NOW THAT WE'VE PRETTY WELL TELEGRAPHED WHAT'S GONNA HAPPEN NEXT, LET'S REJOIN MR. PARKER, A FEW DAYS LATER--
IT'S TOO EARLY TO GO SEARCHING FOR THE LOOTER TONIGHT! I MIGHT AS WELL KILL SOME TIME IN HERE!
SPACE EXHIBIT

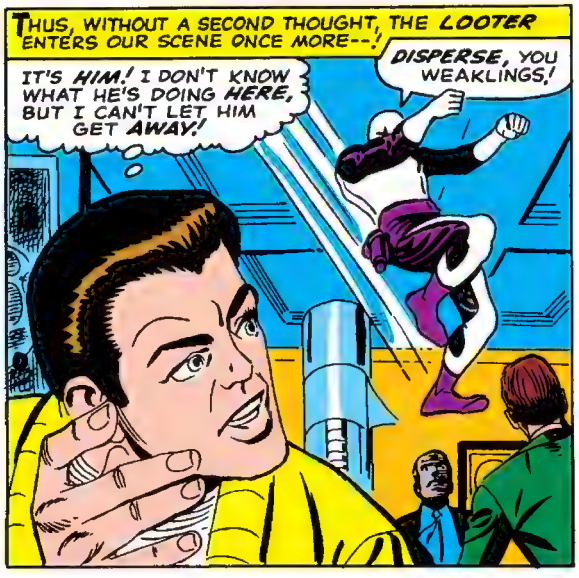

IF THIS WAS A FEW MONTHS AGO, I'D BE GOING HERE WITH BETTY, AND--AWW-- I'VE GOT TO STOP THINKING ABOUT HER!
THAT LOOKS LIKE-- OH! IT IS! IT'S PETER PARKER!

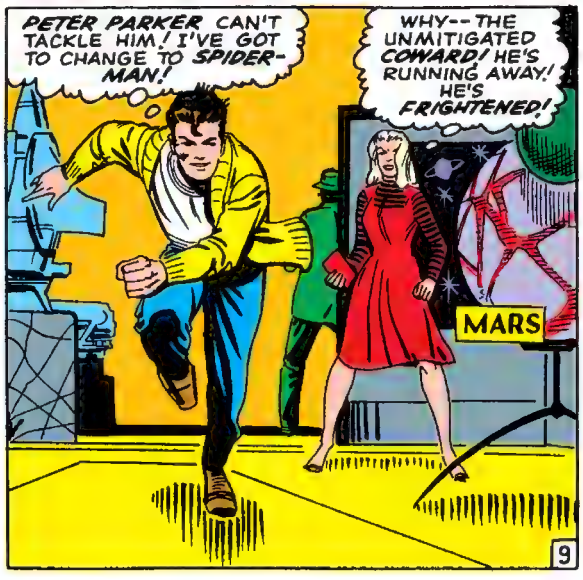
I WONDER IF THIS IS FATE! IT COULD BE MY CHANCE TO REALLY GET TO KNOW HIM!
I COULD ACCIDENTALLY BUMP INTO HIM INSIDE!
I'LL DO IT!


BOY! WOULDN'T I LOVE TO BE ABLE TO BUILD A CONTRAPTION LIKE THIS MYSELF SOMEDAY!
WOULDN'T IT BE A BLAST IF PEOPLE FOUND OUT THAT OL' ROUGH-N-TUMBLE SPIDEY IS REALLY A DYED-IN-THE-WOOL SCHOLARSHIP STUDENT AND SCIENCE BUFF!
I HOPED HE'D SEE ME AND COME OVER TO ME--BUT HE'S STUDYING THOSE DISPLAYS LIKE THEY'RE PIN-UPS!

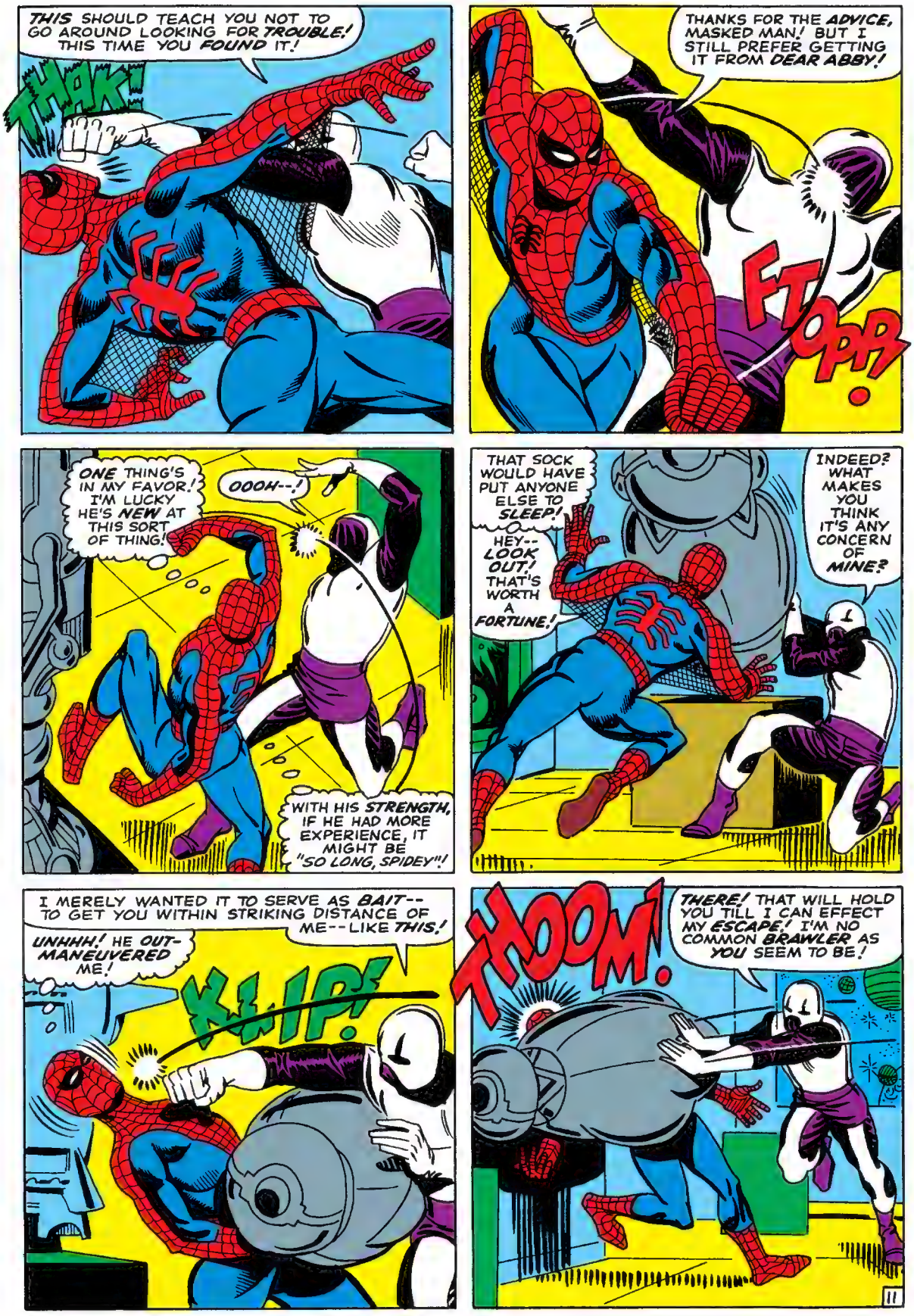
DARN! I CAN'T TELL WHETHER HE SAW ME AND IS IGNORING ME, OR WHETHER HE JUST HASN'T NOTICED ME!
HOW ABOUT THAT! A NEWLY-DISCOVERED METEORITE FRAGMENT!

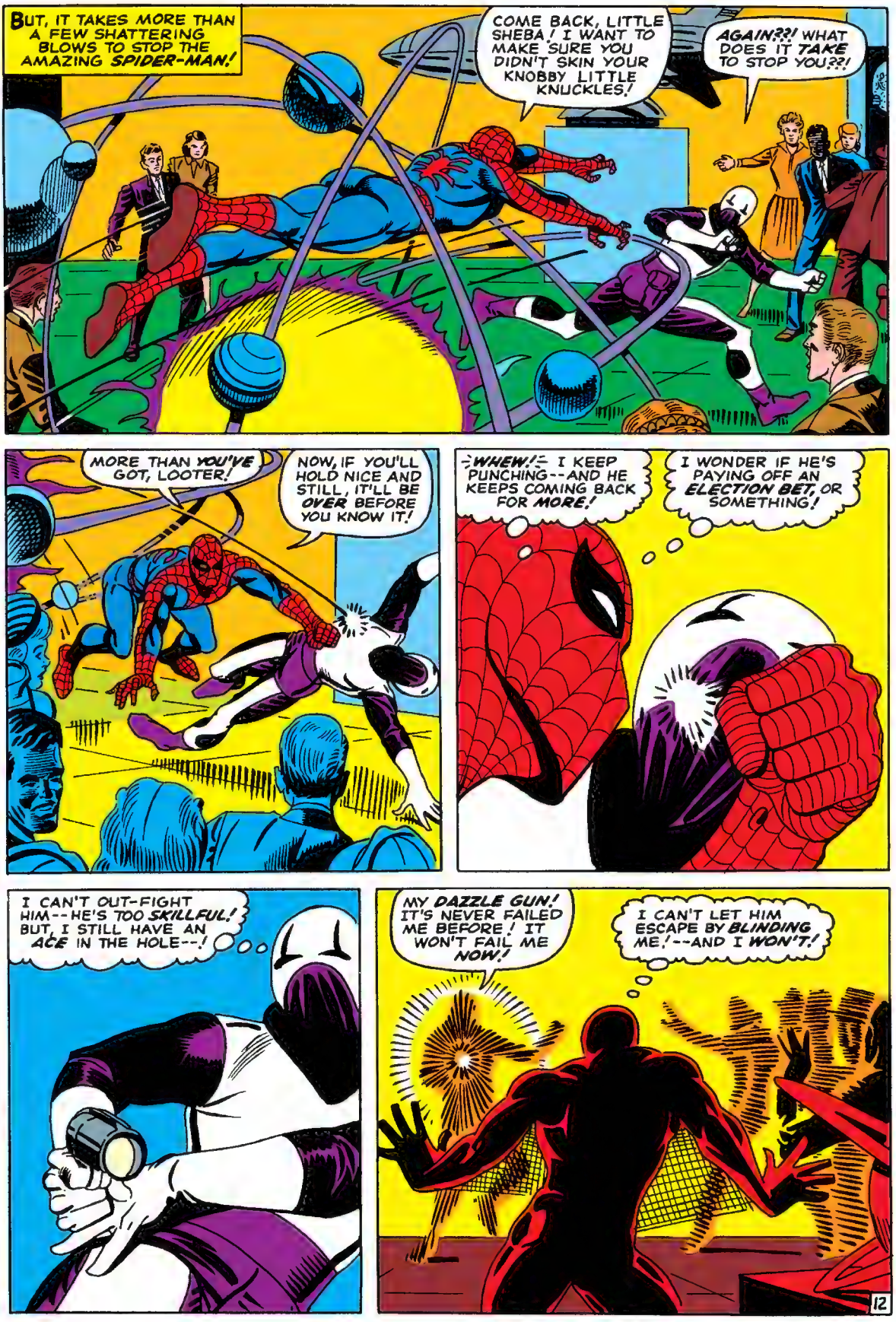

BUT, DIRECTLY OUTSIDE THE WINDOW, ANOTHER PAIR OF EYES SIGHTS THE SAME OBJECT--
THAT'S WHAT I'M LOOKING FOR! THE NEW METEOR!
IF IT CONTAINS A GAS POCKET, I'VE GOT TO HAVE IT, TO INSURE MY POWER!

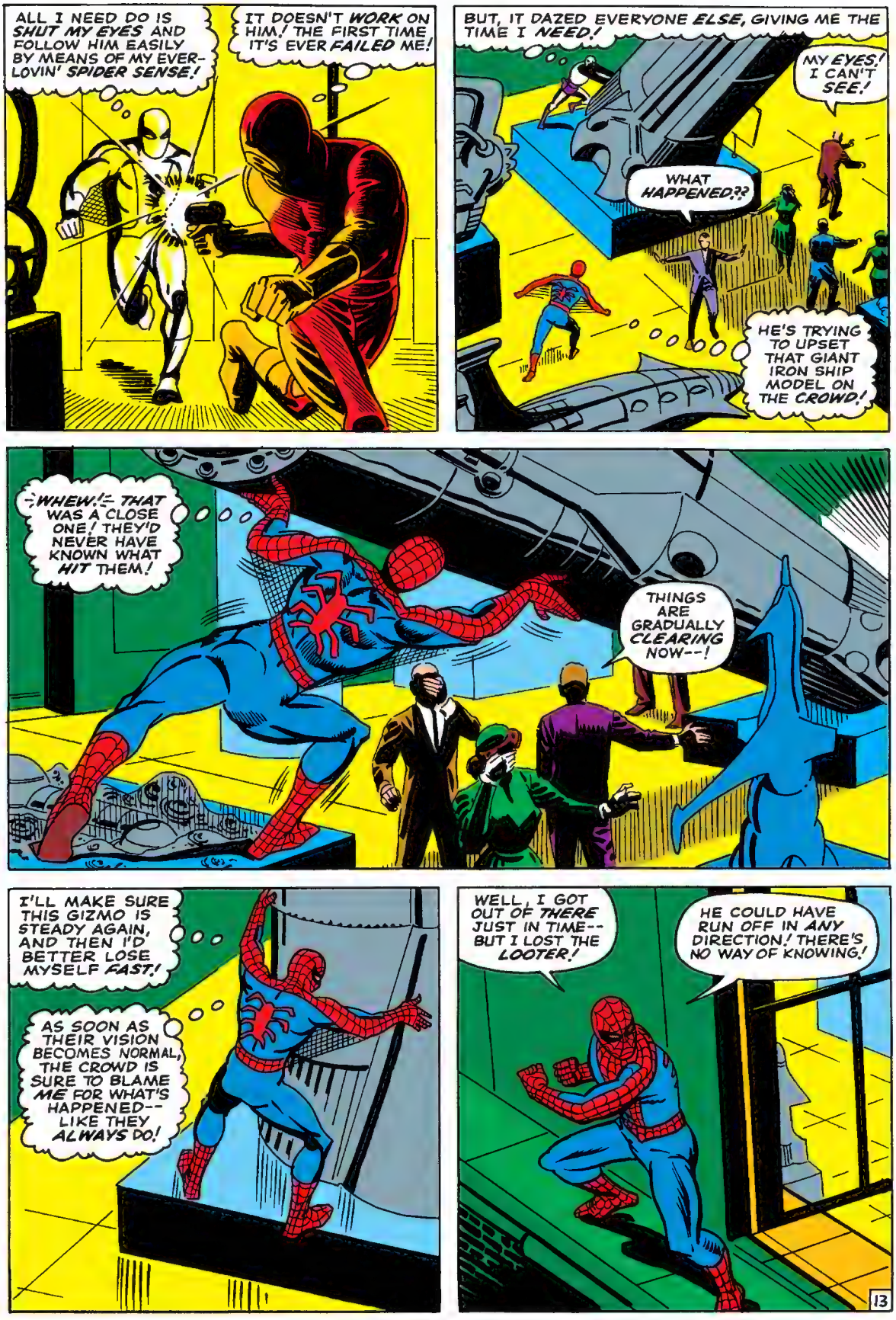

THUS, WITHOUT A SECOND THOUGHT, THE LOOTER ENTERS OUR SCENE ONCE MORE--!
IT'S HIM! I DON'T KNOW WHAT HE'S DOING HERE, BUT I CAN'T LET HIM GET AWAY!
DISPERSE, YOU WEAKLINGS!


PETER PARKER CAN'T TACKLE HIM! I'VE GOT TO CHANGE TO SPIDER-MAN!
WHY--THE UNMITIGATED COWARD! HE'S RUNNING AWAY! HE'S FRIGHTENED!
MARS

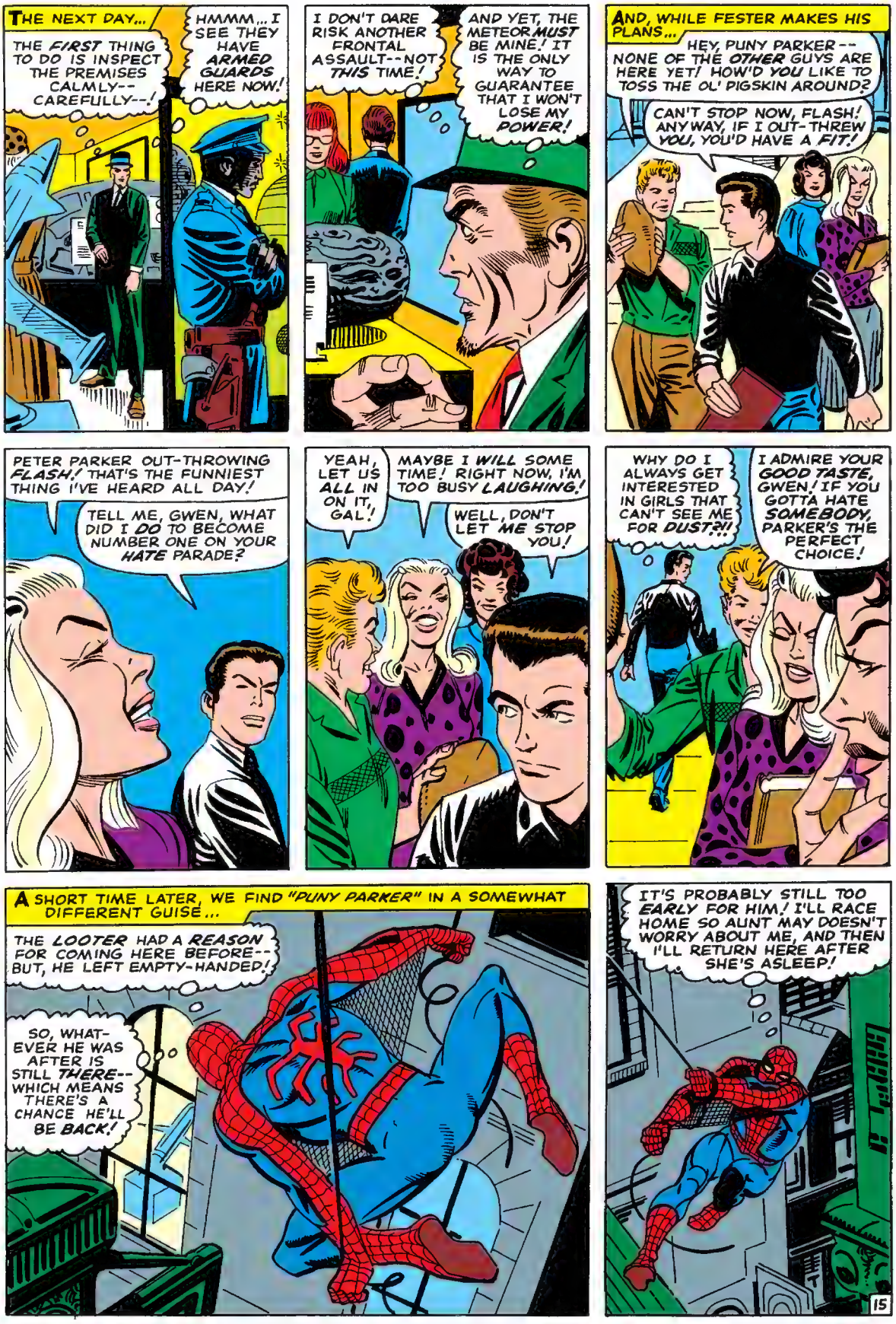
IF YOU TRY TO STOP ME, YOU'LL HAVE ONLY YOURSELVES TO BLAME FOR WHAT HAPPENS!
THWOK!
NOW TO GET THE METEOR AND GET OUT OF HERE!
HOLD IT, LOOTER! YOUR RUNNING DAYS ARE OVER!
HUH? WHO SAID THAT??
YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN! THERE'S MY CALLING CARD--!
SPIDER-MAN! WHAT'S HE DOING HERE?
HOLD IT, MISTER! IT'S TIME WE GOT TO KNOW EACH OTHER BETTER!
I KNOW ALL I WANT TO KNOW ABOUT YOU! OUT OF MY WAY!
I SAID OUT OF MY WAY!
BAK!
I HEARD YOU! I HEARD YOU!
THE REPORTS AREN'T EXAGGERATED! HE'S PLENTY STRONG! PERHAPS STRONGER THAN I AM!
I'LL NEED MY WITS THIS TIME AS MUCH AS MY POWER!

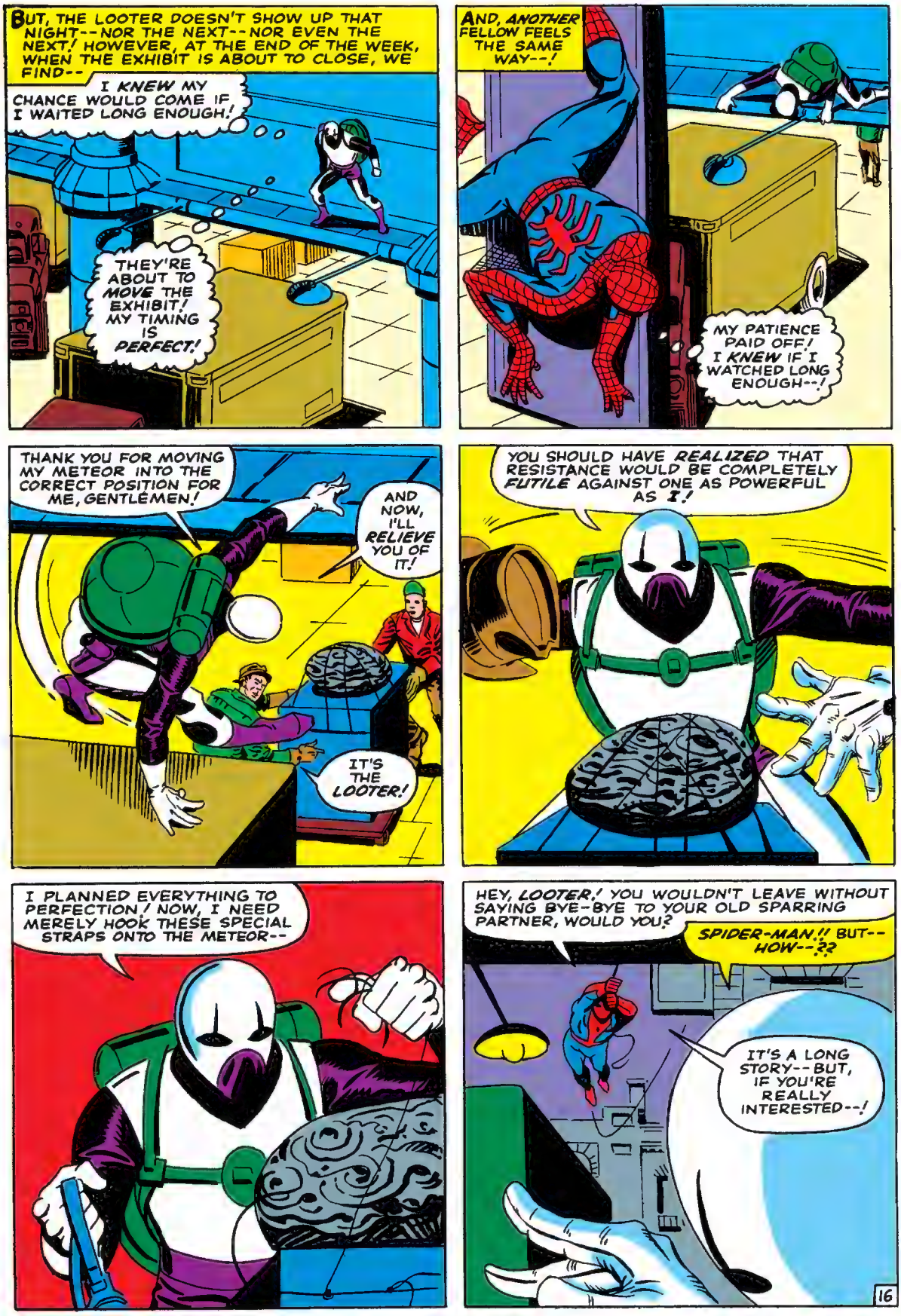

THIS SHOULD TEACH YOU NOT TO GO AROUND LOOKING FOR TROUBLE! THIS TIME YOU FOUND IT!
THAK!
THANKS FOR THE ADVICE, MASKED MAN! BUT I STILL PREFER GETTING IT FROM DEAR ABBY!
FTOPP!
ONE THING'S IN MY FAVOR! I'M LUCKY HE'S NEW AT THIS SORT OF THING!
OOOH--!
WITH HIS STRENGTH, IF HE HAD MORE EXPERIENCE, IT MIGHT BE "SO LONG, SPIDEY"!
THAT SOCK WOULD HAVE PUT ANYONE ELSE TO SLEEP!
HEY-- LOOK OUT! THAT'S WORTH A FORTUNE!
INDEED? WHAT MAKES YOU THINK IT'S ANY CONCERN OF MINE?
I MERELY WANTED IT TO SERVE AS BAIT-- TO GET YOU WITHIN STRIKING DISTANCE OF ME--LIKE THIS!
UNHHH! HE OUT-MANEUVERED ME!
KLIP!
THOOM!
THERE! THAT WILL HOLD YOU TILL I CAN EFFECT MY ESCAPE! I'M NO COMMON BRAWLER AS YOU SEEM TO BE!
11

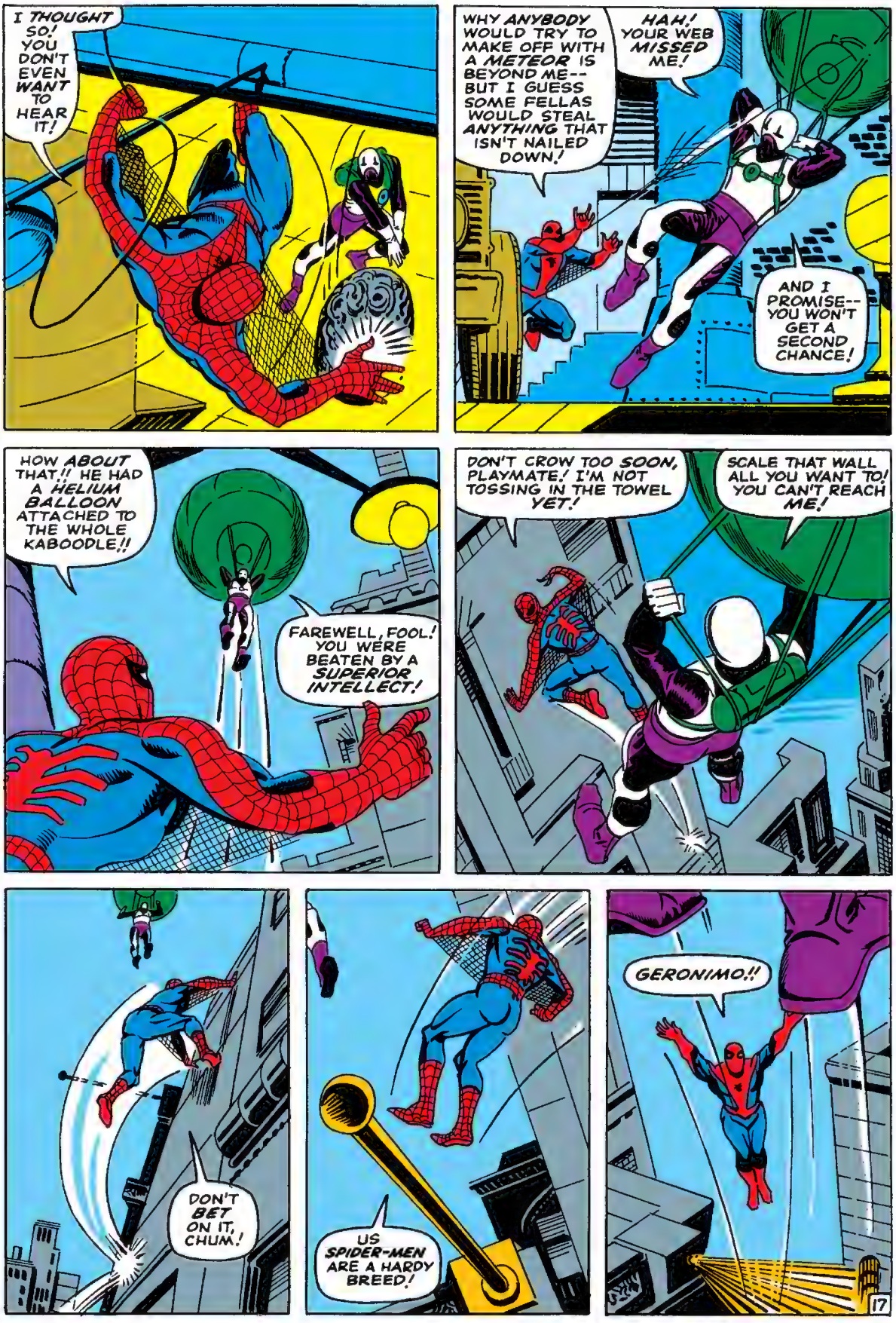

BUT, IT TAKES MORE THAN A FEW SHATTERING BLOWS TO STOP THE AMAZING SPIDER-MAN!
COME BACK, LITTLE SHEBA! I WANT TO MAKE SURE YOU DIDN'T SKIN YOUR KNOBBY LITTLE KNUCKLES!
AGAIN??! WHAT DOES IT TAKE TO STOP YOU??!
MORE THAN YOU'VE GOT, LOOTER!
NOW, IF YOU'LL HOLD NICE AND STILL, IT'LL BE OVER BEFORE YOU KNOW IT!
WHEW! I KEEP PUNCHING--AND HE KEEPS COMING BACK FOR MORE!
I WONDER IF HE'S PAYING OFF AN ELECTION BET, OR SOMETHING!
I CAN'T OUT-FIGHT HIM--HE'S TOO SKILLFUL! BUT, I STILL HAVE AN ACE IN THE HOLE--!
MY DAZZLE GUN! IT'S NEVER FAILED ME BEFORE! IT WON'T FAIL ME NOW!
I CAN'T LET HIM ESCAPE BY BLINDING ME!--AND I WON'T!
12


ALL I NEED DO IS SHUT MY EYES AND FOLLOW HIM EASILY BY MEANS OF MY EVER-LOVIN' SPIDER SENSE!
IT DOESN'T WORK ON HIM! THE FIRST TIME IT'S EVER FAILED ME!
BUT, IT DAZED EVERYONE ELSE, GIVING ME THE TIME I NEED!
MY EYES! I CAN'T SEE!
WHAT HAPPENED??
HE'S TRYING TO UPSET THAT GIANT IRON SHIP MODEL ON THE CROWD!
WHEW! THAT WAS A CLOSE ONE! THEY'D NEVER HAVE KNOWN WHAT HIT THEM!
THINGS ARE GRADUALLY CLEARING NOW--!
I'LL MAKE SURE THIS GIZMO IS STEADY AGAIN, AND THEN I'D BETTER LOSE MYSELF FAST!
AS SOON AS THEIR VISION BECOMES NORMAL, THE CROWD IS SURE TO BLAME ME FOR WHAT'S HAPPENED-- LIKE THEY ALWAYS DO!
WELL, I GOT OUT OF THERE JUST IN TIME-- BUT I LOST THE LOOTER!
HE COULD HAVE RUN OFF IN ANY DIRECTION! THERE'S NO WAY OF KNOWING!

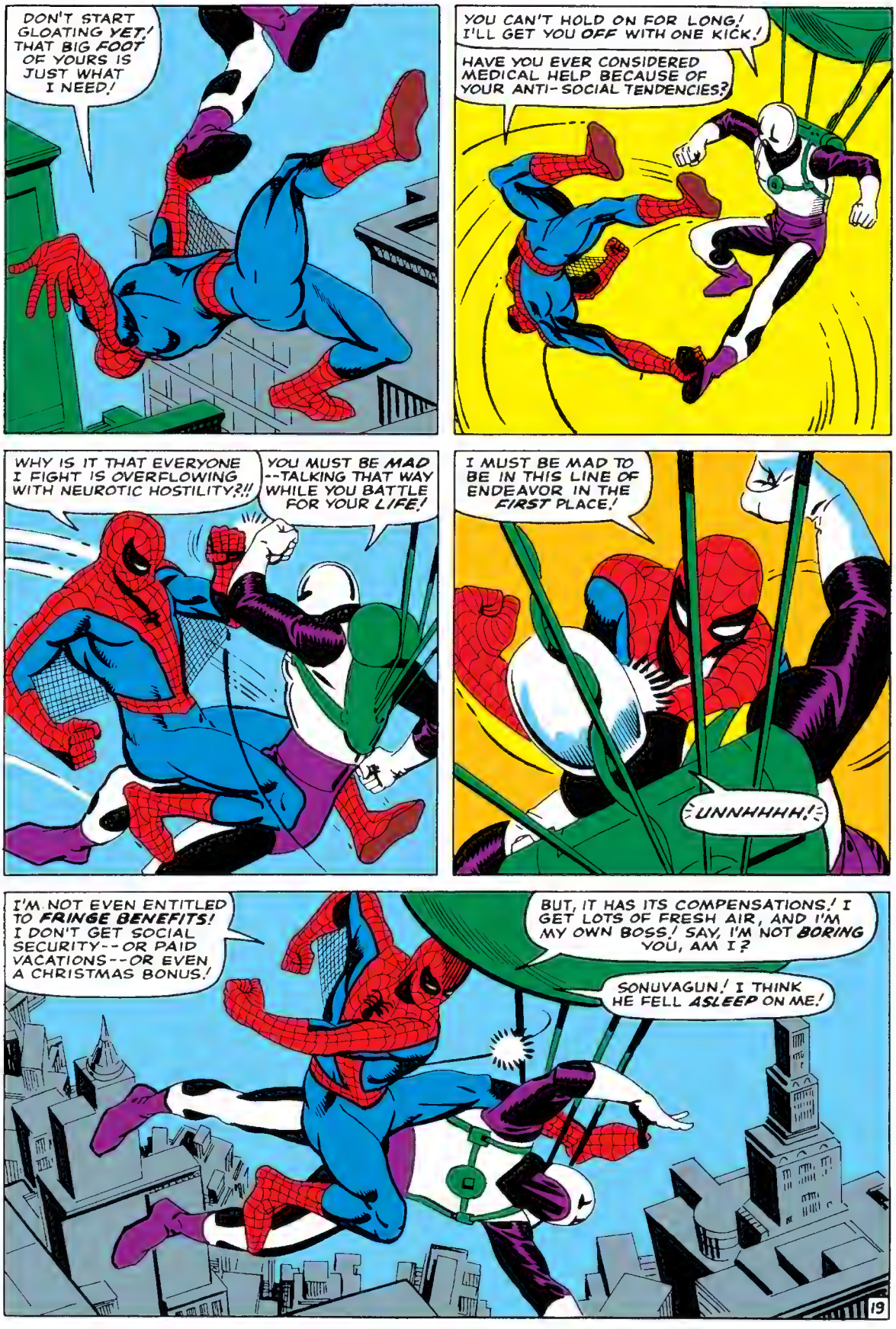
THUS, A FEW MINUTES LATER...
I MIGHT AS WELL GO BACK AND SEE THE REST OF THE EXHIBIT!
NO SENSE LETTING THE DAY BE A TOTAL LOSS!
SAY! I KNOW HER! SHE'S GWEN STACY! SHE'S A FRESHMAN AT E.S.U. ALSO!
HI, GWEN! ENJOYING THE EXHIBIT?
I WAS--UNTIL NOW, PARKER!
HUH? WAIT--WHAT'S WRONG? WHAT DID I DO?
PERHAPS IT'S WHAT YOU DIDN'T DO!
YOU DIDN'T STAY AND TRY TO HELP!
HOW CAN ANYONE SO PRETTY BE SUCH A NUT?
AND YET, IT'S HARD TO BELIEVE THAT ANYONE SO MANLY-LOOKING COULD BE A COWARD! IF ONLY I HADN'T SEEN HIM WITH MY OWN EYES--!
BUT, BACK IN HIS LITTLE HIDEOUT, NORTON G. FESTER HAS HIS OWN PROBLEMS--ALTHOUGH, AS WE CAN SEE, THEY AREN'T MATTERS OF THE HEART--!
IT WAS STUPID OF ME TO BLUNDER INTO THAT EXHIBIT THE WAY I DID! I SHOULD HAVE PLANNED MY MOVE MORE CAREFULLY--LEFT NOTHING TO CHANCE!
I FAILED TO TAKE INTO ACCOUNT THE FACT THAT SOMEONE LIKE SPIDER-MAN MIGHT BE THERE!
AND YET, I CANNOT STOP NOW! I MUST HAVE THAT METEOR!!
AND HAVE IT I SHALL--BUT, THIS TIME I'LL SET MY PLANS CAREFULLY! I'LL BE PREPARED FOR ANYTHING!
14


THE NEXT DAY...
THE FIRST THING TO DO IS INSPECT THE PREMISES CALMLY--CAREFULLY--!
HMMM... I SEE THEY HAVE ARMED GUARDS HERE NOW!
I DON'T DARE RISK ANOTHER FRONTAL ASSAULT--NOT THIS TIME!
AND YET, THE METEOR MUST BE MINE! IT IS THE ONLY WAY TO GUARANTEE THAT I WON'T LOSE MY POWER!
AND, WHILE FESTER MAKES HIS PLANS...
HEY, PUNY PARKER--NONE OF THE OTHER GUYS ARE HERE YET! HOW'D YOU LIKE TO TOSS THE OL' PIGSKIN AROUND?
CAN'T STOP NOW, FLASH! ANYWAY, IF I OUT-THREW YOU, YOU'D HAVE A FIT!
PETER PARKER OUT-THROWING FLASH! THAT'S THE FUNNIEST THING I'VE HEARD ALL DAY!
TELL ME, GWEN, WHAT DID I DO TO BECOME NUMBER ONE ON YOUR HATE PARADE?
YEAH, LET US ALL IN ON IT, GAL!
MAYBE I WILL SOME TIME! RIGHT NOW, I'M TOO BUSY LAUGHING!
WELL, DON'T LET ME STOP YOU!
WHY DO I ALWAYS GET INTERESTED IN GIRLS THAT CAN'T SEE ME FOR DUST?!!
I ADMIRE YOUR GOOD TASTE, GWEN! IF YOU GOTTA HATE SOMEBODY, PARKER'S THE PERFECT CHOICE!
A SHORT TIME LATER, WE FIND "PUNY PARKER" IN A SOMEWHAT DIFFERENT GUISE...
THE LOOTER HAD A REASON FOR COMING HERE BEFORE--BUT, HE LEFT EMPTY-HANDED!
SO, WHATEVER HE WAS AFTER IS STILL THERE--WHICH MEANS THERE'S A CHANCE HE'LL BE BACK!
IT'S PROBABLY STILL TOO EARLY FOR HIM! I'LL RACE HOME SO AUNT MAY DOESN'T WORRY ABOUT ME, AND THEN I'LL RETURN HERE AFTER SHE'S ASLEEP!
CHAPTER II
15


BUT, THE LOOTER DOESN'T SHOW UP THAT NIGHT--NOR THE NEXT--NOR EVEN THE NEXT! HOWEVER, AT THE END OF THE WEEK, WHEN THE EXHIBIT IS ABOUT TO CLOSE, WE FIND--
I KNEW MY CHANCE WOULD COME IF I WAITED LONG ENOUGH!
THEY'RE ABOUT TO MOVE THE EXHIBIT! MY TIMING IS PERFECT!
AND, ANOTHER FELLOW FEELS THE SAME WAY--!
MY PATIENCE PAID OFF! I KNEW IF I WATCHED LONG ENOUGH--!
THANK YOU FOR MOVING MY METEOR INTO THE CORRECT POSITION FOR ME, GENTLEMEN!
AND NOW, I'LL RELIEVE YOU OF IT!
IT'S THE LOOTER!
YOU SHOULD HAVE REALIZED THAT RESISTANCE WOULD BE COMPLETELY FUTILE AGAINST ONE AS POWERFUL AS I!
I PLANNED EVERYTHING TO PERFECTION! NOW, I NEED MERELY HOOK THESE SPECIAL STRAPS ONTO THE METEOR--
HEY, LOOTER! YOU WOULDN'T LEAVE WITHOUT SAYING BYE-BYE TO YOUR OLD SPARRING PARTNER, WOULD YOU?
SPIDER-MAN!! BUT--HOW--??
IT'S A LONG STORY--BUT, IF YOU'RE REALLY INTERESTED--!


I THOUGHT SO! YOU DON'T EVEN WANT TO HEAR IT!
WHY ANYBODY WOULD TRY TO MAKE OFF WITH A METEOR IS BEYOND ME-- BUT I GUESS SOME FELLAS WOULD STEAL ANYTHING THAT ISN'T NAILED DOWN!
HAH! YOUR WEB MISSED ME!
AND I PROMISE-- YOU WON'T GET A SECOND CHANCE!
HOW ABOUT THAT!! HE HAD A HELIUM BALLOON ATTACHED TO THE WHOLE KABOODLE!!
FAREWELL, FOOL! YOU WERE BEATEN BY A SUPERIOR INTELLECT!
DON'T CROW TOO SOON, PLAYMATE! I'M NOT TOSSING IN THE TOWEL YET!
SCALE THAT WALL ALL YOU WANT TO! YOU CAN'T REACH ME!
DON'T BET ON IT, CHUM!
US SPIDER-MEN ARE A HARDY BREED!
GERONIMO!!
17

YOU'RE DOOMED! YOU CAN'T REACH ME! YOU'LL FALL TO THE GROUND!
NOT IF MY LARGE, ECONOMY-SIZE WEBBING DOES ITS JOB!
AND IT'S NEVER FAILED ME YET!
THWIP!
THWIP!
OKAY NOW, LOOTER! PUSH THE DOWN SWITCH, OR WHATEVER WORKS THAT NUTTY BALLOON, AND LET'S GET BACK TO EARTH!
NEVER! YOU CAN'T STOP ME NOW!
MAYBE NOT, BUT I'M SURE GONNA TRY!
THE ODDS ARE ON MY SIDE! YOU CAN ONLY USE ONE HAND!
I ONLY NEED ONE HAND! ONE BLOW IS ALL IT'LL TAKE--!
YOU'LL NEVER GET THE CHANCE!
=UHHH!= MY WEBBING! IT COULDN'T CLING SECURELY ENOUGH TO THE SMOOTH SURFACE!
I'M FALLING!
HAH! I WARNED YOU!

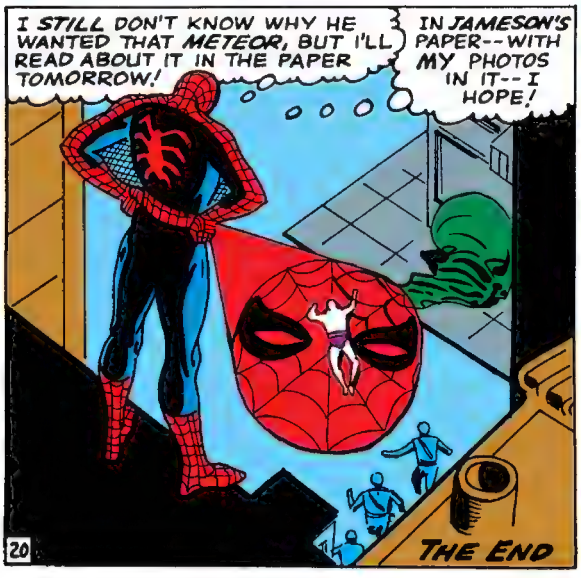

DON'T START GLOATING YET! THAT BIG FOOT OF YOURS IS JUST WHAT I NEED!
YOU CAN'T HOLD ON FOR LONG! I'LL GET YOU OFF WITH ONE KICK!
HAVE YOU EVER CONSIDERED MEDICAL HELP BECAUSE OF YOUR ANTI-SOCIAL TENDENCIES?
WHY IS IT THAT EVERYONE I FIGHT IS OVERFLOWING WITH NEUROTIC HOSTILITY?!!
YOU MUST BE MAD --TALKING THAT WAY WHILE YOU BATTLE FOR YOUR LIFE!
I MUST BE MAD TO BE IN THIS LINE OF ENDEAVOR IN THE FIRST PLACE!
UNNHHHH!
I'M NOT EVEN ENTITLED TO FRINGE BENEFITS! I DON'T GET SOCIAL SECURITY--OR PAID VACATIONS--OR EVEN A CHRISTMAS BONUS!
BUT, IT HAS ITS COMPENSATIONS! I GET LOTS OF FRESH AIR, AND I'M MY OWN BOSS! SAY, I'M NOT BORING YOU, AM I?
SONUVAGUN! I THINK HE FELL ASLEEP ON ME!

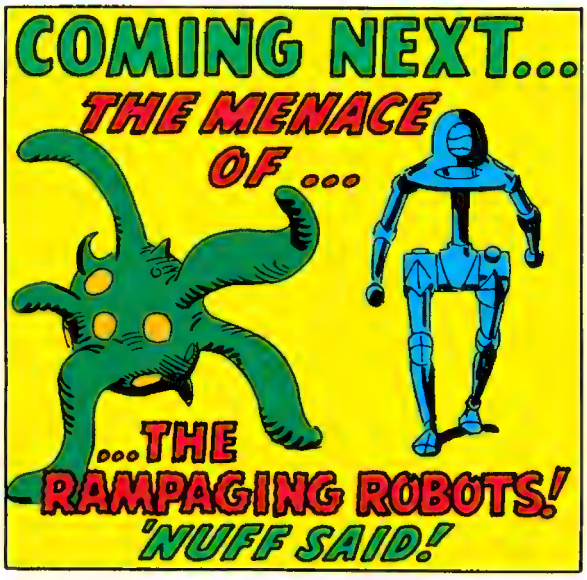
WELL, IF HE'S NOT GONNA PLAY ANY-MORE, I MIGHT AS WELL SEE WHO HE IS--!
NO WONDER HE WORE A MASK! HE SURE WOULDN'T COP ANY BEAUTY PRIZES! BUT I NEVER SAW HIM BEFORE IN MY LIFE!

OH WELL-- THE POLICE WILL KNOW HOW TO IDENTIFY HIM WHEN HE REACHES THEM!
THE FIRST THING I'VE GOT TO DO IS LET THE AIR OUT OF HERE! --BUT NOT TOO MUCH!

THERE! THAT'S ABOUT RIGHT! SAY, THIS COULD BE FUN, IF I HAD A LIVELIER PLAYMATE!

YOU'LL HAVE TO MAKE IT A SOLO THE REST OF THE WAY DOWN, LOOTIE! THIS IS WHERE I GET OFF!
THE POLICE ARE ALREADY WAITING FOR HIM DOWN BELOW!

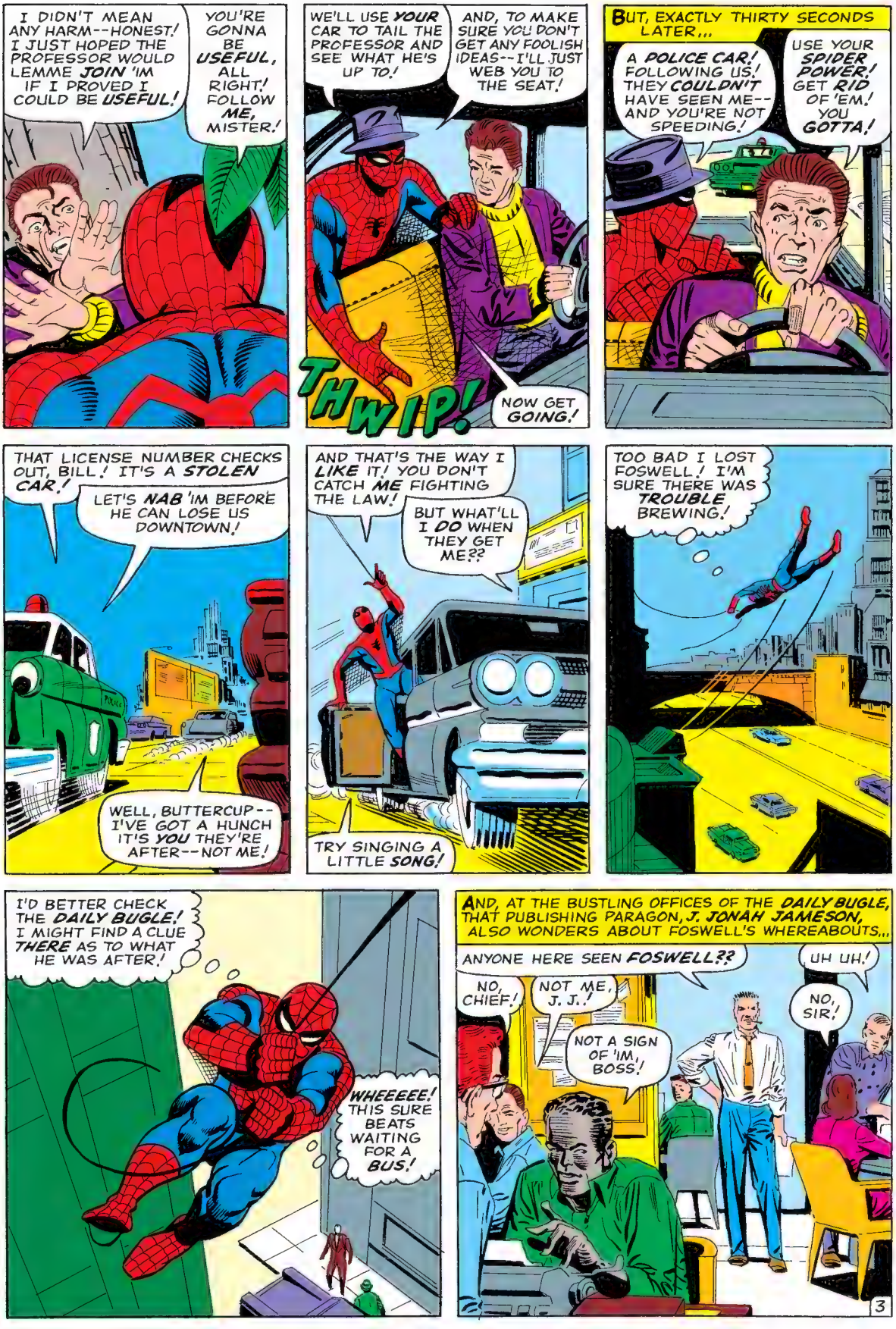

I STILL DON'T KNOW WHY HE WANTED THAT METEOR, BUT I'LL READ ABOUT IT IN THE PAPER TOMORROW!
IN JAMESON'S PAPER--WITH MY PHOTOS IN IT--I HOPE!
THE END
20


COMING NEXT...
THE MENACE OF ...
...THE RAMPAGING ROBOTS!
'NUFF SAID!

the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP
37
JUNE
IND.
"ONCE UPON A TIME...
...THERE WAS A ROBOT!"

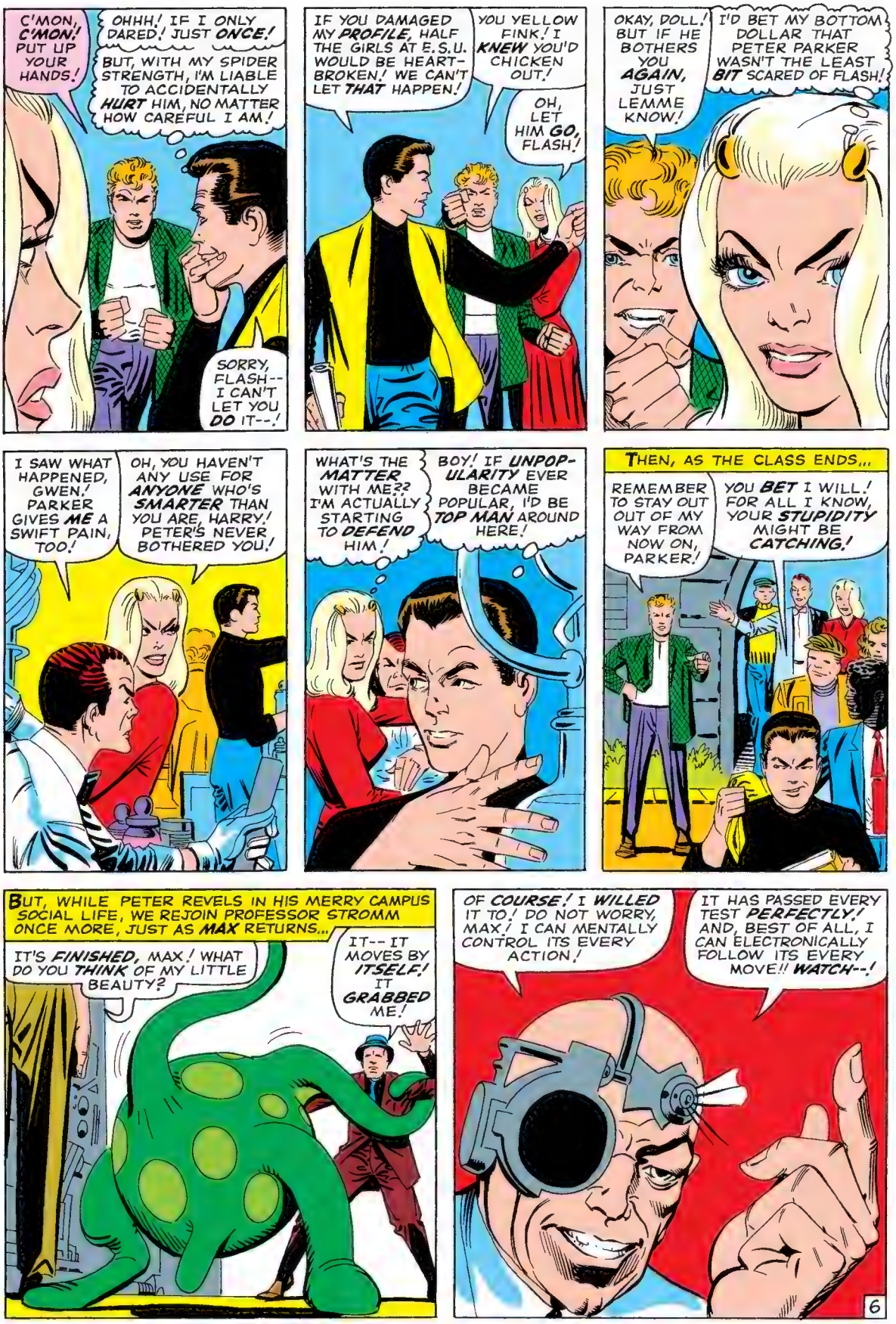
THE AMAZING SPIDER-MAN!
"ONCE UPON A TIME, THERE WAS A ROBOT...!"
WE HATE TO BRAG, BUT...
...THIS ONE'S A DOOZY!
EDITED AND WRITTEN BY: STAN LEE
PLOTTED AND DRAWN BY: STEVE DITKO
LETTERED AND CHERISHED BY: ARTIE SIMEK
1

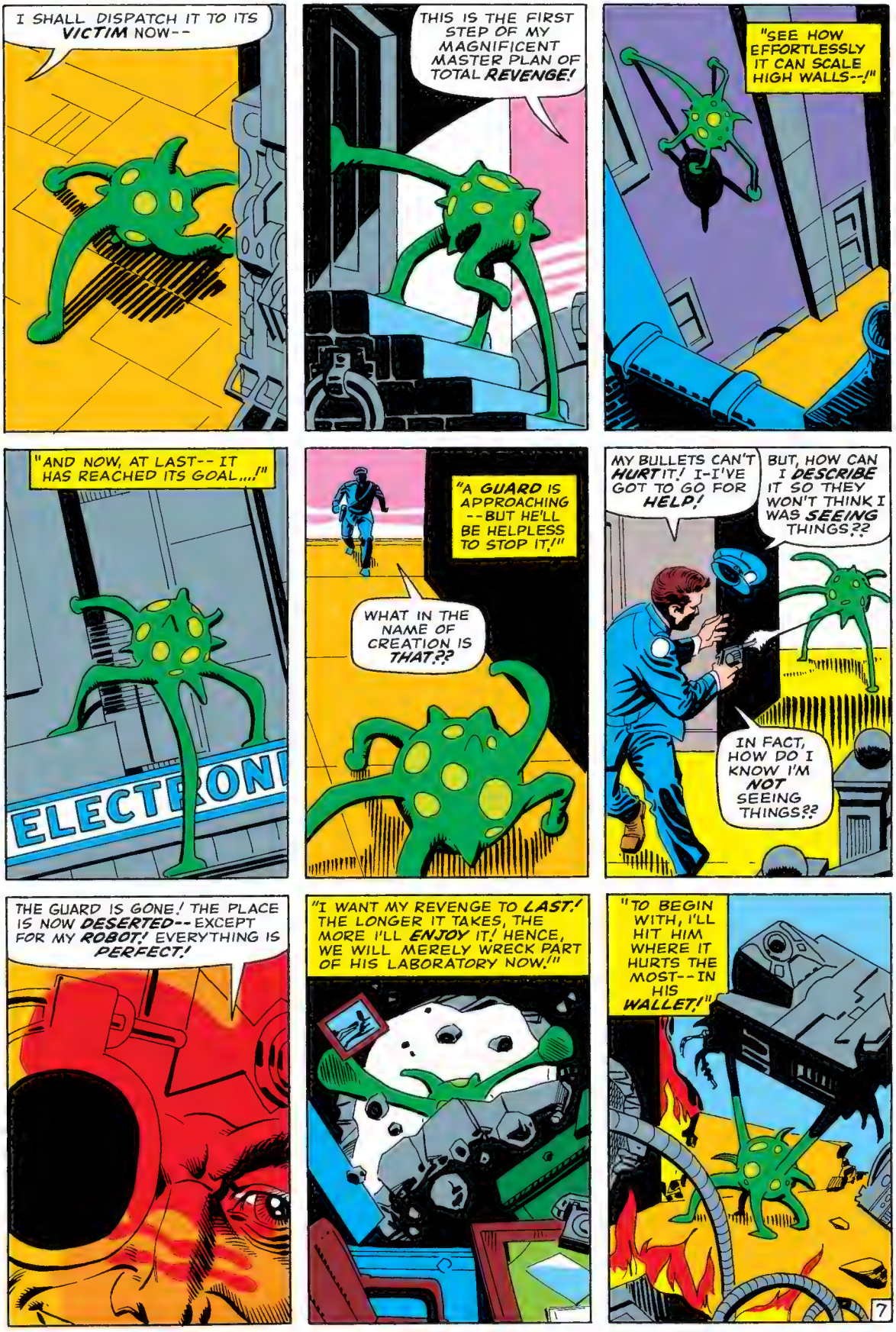
BEHIND THE COLD, CLAMMY, CONFINING WALLS OF STATE PRISON, A VOICE UTTERS SIX WELCOME WORDS...
PROFESSOR STROMM, YOUR SENTENCE IS OVER!
AT LAST! I'M FREE!
YOU'VE BEEN A MODEL PRISONER FOR TEN YEARS! GOOD LUCK ON THE OUTSIDE, PROFESSOR!
THANKS!
SURE, I'VE BEEN A MODEL PRISONER! I'VE DONE NOTHING BUT PLAN MY REVENGE ALL THAT TIME!
THEN, NO SOONER DOES PROFESSOR STROM PUT THE IRON GATES BEHIND HIM, WHEN...
GLAD TO SEE YA, STROMM! I GOT EVERYTHING ALL SET, LIKE YOU WANTED!
DO NOT FORGET YOURSELF, MAX! YOU WILL ALWAYS ADDRESS ME AS PROFESSOR!
BUT, OTHER EYES OBSERVE THE FATEFUL MEETING --THE EYES OF AN EX-CON TURNED REPORTER, NAMED FOSWELL...
I KNEW MY OLD CELLMATE WOULD BE GETTING OUT TODAY!
HE'S BEING PICKED UP BY ANOTHER EX-INMATE NAMED MAX YOUNG! THEY MUST HAVE MADE SOME PLANS WHILE IN PRISON!
I WONDER IF HE'S STILL AS HUNGRY FOR REVENGE AS EVER!?
THEY'RE HEADING FOR TOWN! I'D BETTER FOLLOW! THERE MAY BE A STORY IN IT FOR ME!
THAT GUY WATCHIN' THE PROFESSOR MUST BE A STOOLIE!
THE PROF'LL BE REAL GRATEFUL TO ME IF I WING 'IM!
HOWEVER, BEFORE A SHOT CAN BE FIRED--
WHOA THERE, SONNY BOY!
IN CASE YOU DON'T KNOW IT, THIS IS A NO-NOISE ZONE!
SPIDER-MAN!
AWW--AND I WANTED IT TO BE A SURPRISE!
OKAY, TALK! WHY'D YOU TRY TO VENTILATE FOSWELL?
I SAID TALK!
2

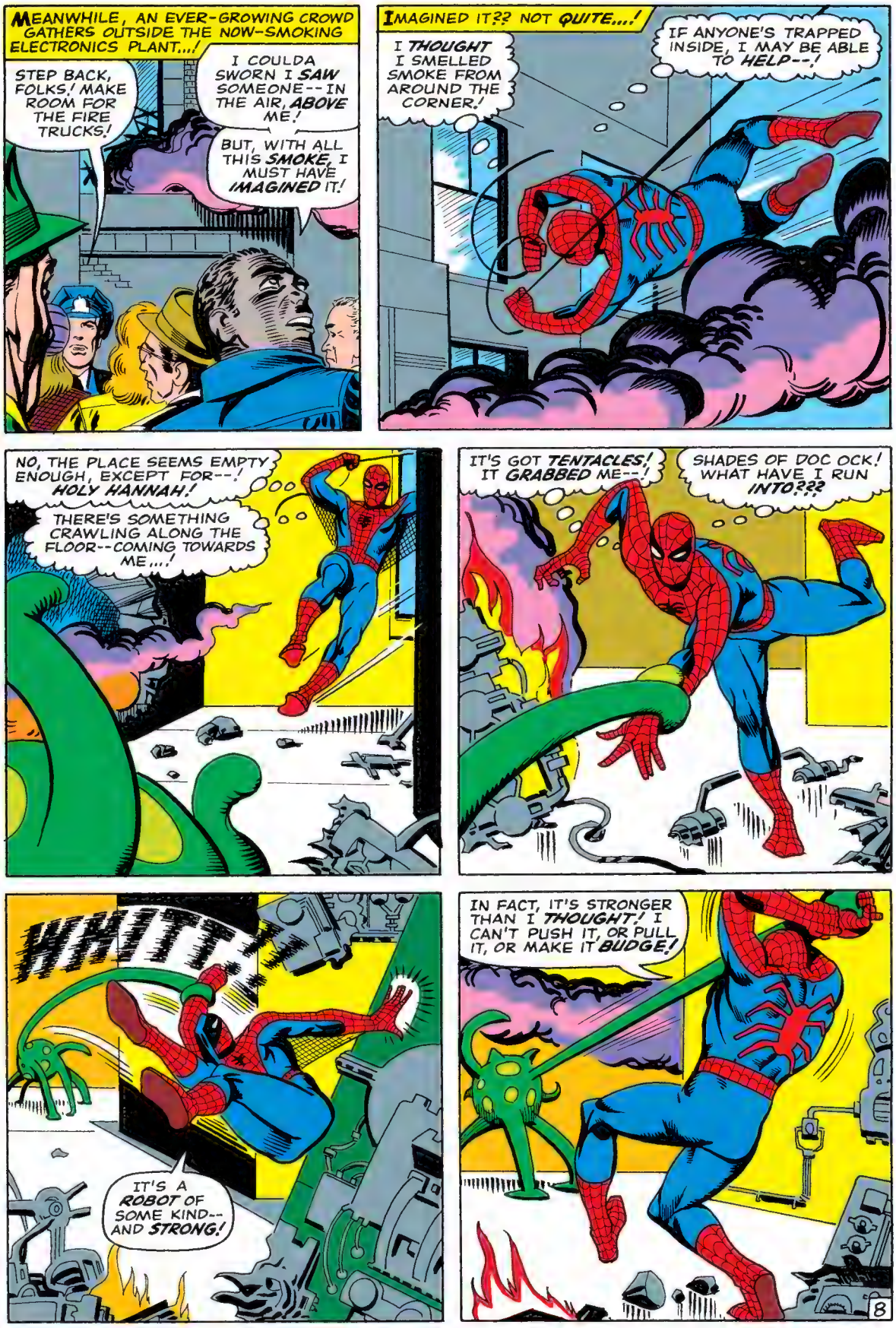

I DIDN'T MEAN ANY HARM--HONEST! I JUST HOPED THE PROFESSOR WOULD LEMME JOIN 'IM IF I PROVED I COULD BE USEFUL!
YOU'RE GONNA BE USEFUL, ALL RIGHT! FOLLOW ME, MISTER!
WE'LL USE YOUR CAR TO TAIL THE PROFESSOR AND SEE WHAT HE'S UP TO!
AND, TO MAKE SURE YOU DON'T GET ANY FOOLISH IDEAS--I'LL JUST WEB YOU TO THE SEAT!
THWIP!
NOW GET GOING!
BUT, EXACTLY THIRTY SECONDS LATER...
A POLICE CAR! FOLLOWING US! THEY COULDN'T HAVE SEEN ME--AND YOU'RE NOT SPEEDING!
USE YOUR SPIDER POWER! GET RID OF 'EM! YOU GOTTA!
THAT LICENSE NUMBER CHECKS OUT, BILL! IT'S A STOLEN CAR!
LET'S NAB 'IM BEFORE HE CAN LOSE US DOWNTOWN!
WELL, BUTTERCUP--I'VE GOT A HUNCH IT'S YOU THEY'RE AFTER--NOT ME!
AND THAT'S THE WAY I LIKE IT! YOU DON'T CATCH ME FIGHTING THE LAW!
BUT WHAT'LL I DO WHEN THEY GET ME??
TRY SINGING A LITTLE SONG!
TOO BAD I LOST FOSWELL! I'M SURE THERE WAS TROUBLE BREWING!
I'D BETTER CHECK THE DAILY BUGLE! I MIGHT FIND A CLUE THERE AS TO WHAT HE WAS AFTER!
WHEEEEE! THIS SURE BEATS WAITING FOR A BUS!
AND, AT THE BUSTLING OFFICES OF THE DAILY BUGLE, THAT PUBLISHING PARAGON, J. JONAH JAMESON, ALSO WONDERS ABOUT FOSWELL'S WHEREABOUTS...
ANYONE HERE SEEN FOSWELL??
NO, CHIEF!
NOT ME, J. J.!
NOT A SIGN OF 'IM, BOSS!
UH UH!
NO, SIR!

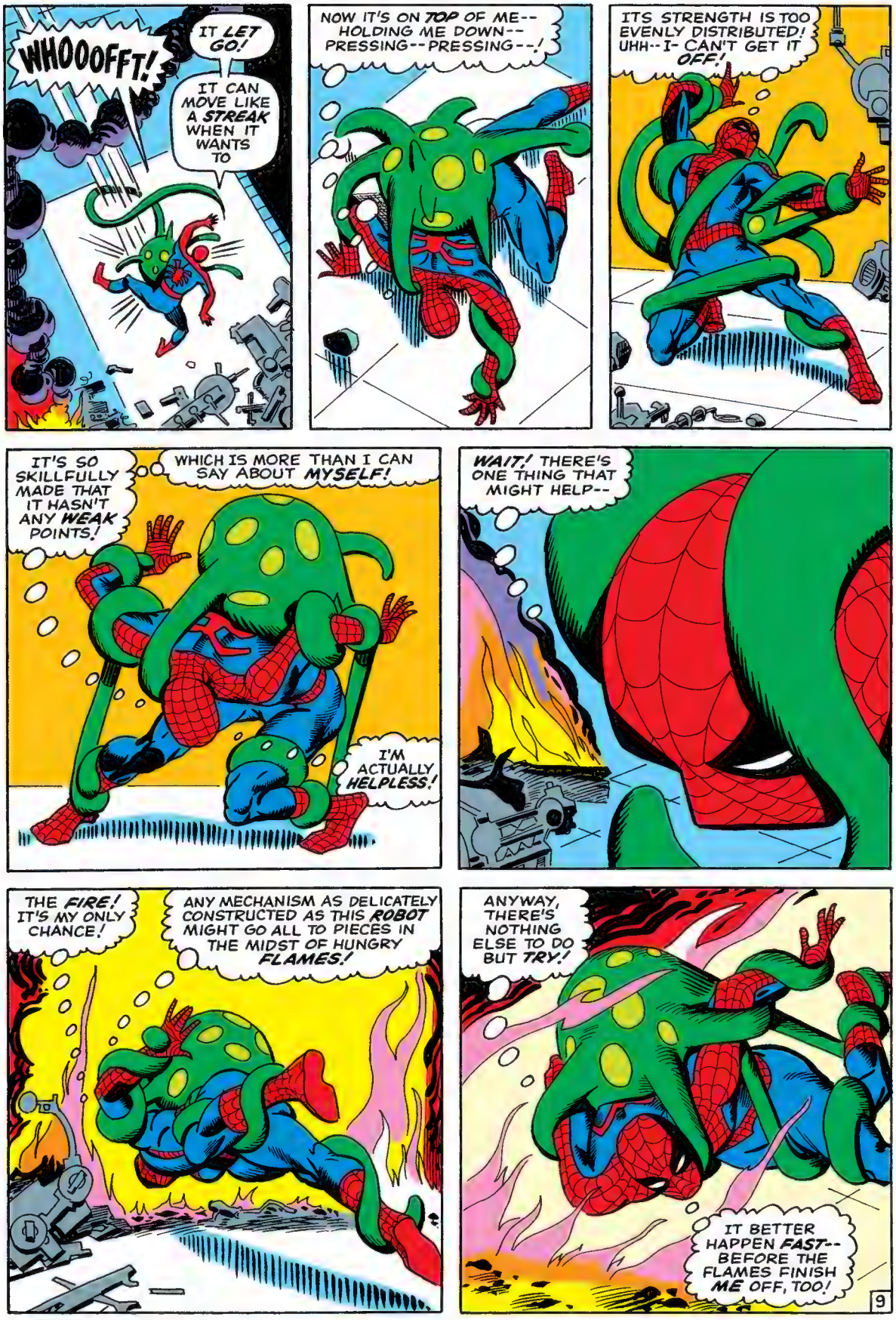
MISS ÷EH÷ WHATEVER-YOUR-NAME-IS--ARE YOU SURE FOSWELL HASN'T CALLED IN?
POSITIVE, MR. JAMESON!
THEN GET BACK TO WORK! WHAT DO YOU THINK I'M PAYING YOU FOR?!
NO WONDER OLD HATCHET-FACE CAN'T KEEP A SECRETARY! IF HE EVER SMILED, I'LL BET HIS FROZEN FACE WOULD CRACK IN TWO!
GOSH, EVERY TIME I COME UP HERE, JOLLY JONAH HAS A NEW SECRETARY!
I GUESS BETTY IS GONE --FOR GOOD!
WHAT DO YOU WANT, PARKER? IF YOU HAVEN'T ANY PHOTOS FOR ME--I'M BUSY!
SPEAKING OF PHOTOS, YOU NEVER PAID ME FOR THAT LAST SET I SOLD YOU!
IT'S YOUR FAULT! IF NOT FOR YOU, BETTY BRANT MIGHT NOT HAVE QUIT! MY RECORDS ARE ALL MIXED UP SINCE SHE LEFT!
MR. JAMESON--I'VE GOT SOME NEWS FOR YOU!
FOSWELL! YOU'D BETTER HAVE SOMETHING FOR ME! I'VE BEEN LOOKING FOR YOU ALL DAY!
I'M IN LUCK! HERE COMES FOSWELL NOW!
EVER HEAR OF PROFESSOR STROMM? HE'S AN EX-CELL-MATE OF MINE--A MECHANICAL GENIUS!
HE WAS RELEASED FROM JAIL TODAY--AND HE'S BEEN THREATENING REVENGE FOR YEARS ON THE ONE WHO SENT HIM UP!
WELL? GO ON--!
I THINK THERE'S A BIG STORY IN IT! I TRIED TO FOLLOW HIM, BUT HE GAVE ME THE SLIP!
SO THAT'S IT! I'D BETTER LEARN ALL I CAN ABOUT THIS PROFESSOR STROMM!
LET'S GO INTO MY OFFICE AND TALK! I'M EXPECTING A CALL!
THEY'VE LEFT! THIS'LL GIVE ME A CHANCE TO PUT MY TRUSTY LITTLE SPIDER-TRACER IN FOSWELL'S HAT BAND!
GOOD! NOBODY SAW ME!
NOW I CAN CUT OUT, TOO!
BUT, SOONER OR LATER, THAT LITTLE HAT WILL LEAD SPIDER-MAN INTO SOME NEW ACTION!
4

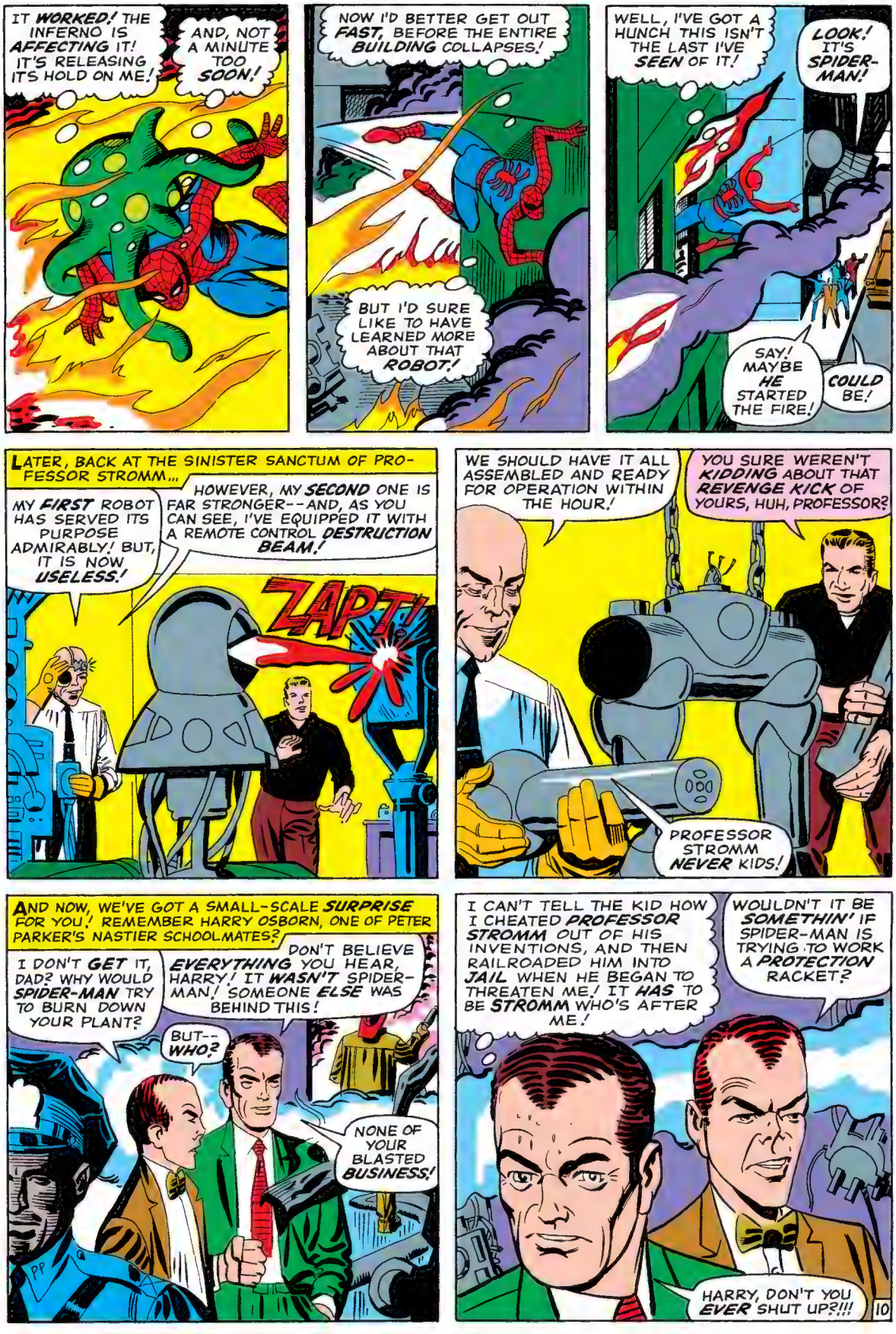
NOW, LET'S SWITCH OUR SCENE TO THE MAN IN WHOM EVERYONE SEEMS SO INTERESTED, AS WE VISIT THE WELL-EQUIPPED HIDEOUT OF PROFESSOR STROMM...
I BOUGHT ALL THE GADGETS YOU WANTED WITH THE DOUGH YOU HAD STASHED AWAY, PROFESSOR! ANYTHING ELSE YOU NEED?
NO! THIS IS PERFECT! I WILL NOT NEED YOU AGAIN UNTIL THE ROBOT IS FINISHED!
GO HOME, AND WAIT FOR MY CALL, MAX!
FOR TEN YEARS I DREAMED OF THIS MOMENT! I DREAMED OF GETTING MY REVENGE ON THE MAN WHO CHEATED ME OUT OF MY INVENTIONS!
AS HE HAS RUINED MY LIFE, SO SHALL I RUIN HIM!
AND, WHILE THE PROFESSOR PLOTS, PETER PARKER HEADS FOR SCHOOL, AS USUAL...
I WONDER IF GWEN STACEY IS STILL MAD AT ME?
WELL, THERE'S ONLY ONE WAY TO FIND OUT...!
HI, GWEN! WE'RE BOTH HEADING FOR THE SAME CLASS--MIND IF I JOIN YOU?
WHAT ARE YOU DOING, MR. PARKER--SLUMMING? USUALLY YOU'RE TOO STUCK UP TO SAY HELLO TO ANYONE!
WELL, AT LEAST I'M NOT A TEMPERAMENTAL FEMALE WHO DROOLS OVER A FELLA ONE DAY AND THEN ACTS LIKE AN ICICLE TO HIM THE NEXT!
DRAT THAT CRAZY TEMPER OF MINE! NOW I'VE REALLY PUT MY FOOT IN IT!
EVEN IF YOU ARE E.S.U.'S NEWEST SCIENCE SCHOLARSHIP WHIZ-KID, NOBODY TALKS TO ME THAT WAY...
C'MON, GWEN --SIMMER DOWN! LET'S BURY THE HATCHET, HUH?
YOU THINK YOU CAN SAY WHAT YOU WANT TO ME, AND THEN --OWWW!
ANYONE EVER TELL YOU YOU'RE GORRRRGEOUS WHEN YOU'RE ANGRY?
THWAK!
HEY! WHAT'S GOIN' ON THERE! I SAW THAT, PARKER!
I KNOW, I KNOW! THOSE BEADY, LITTLE, PIG-LIKE EYES OF YOURS NEVER MISS A TRICK, FLASH!
I'LL MAKE YOU EAT THOSE WORDS, YOU PUNY PUNK!
5

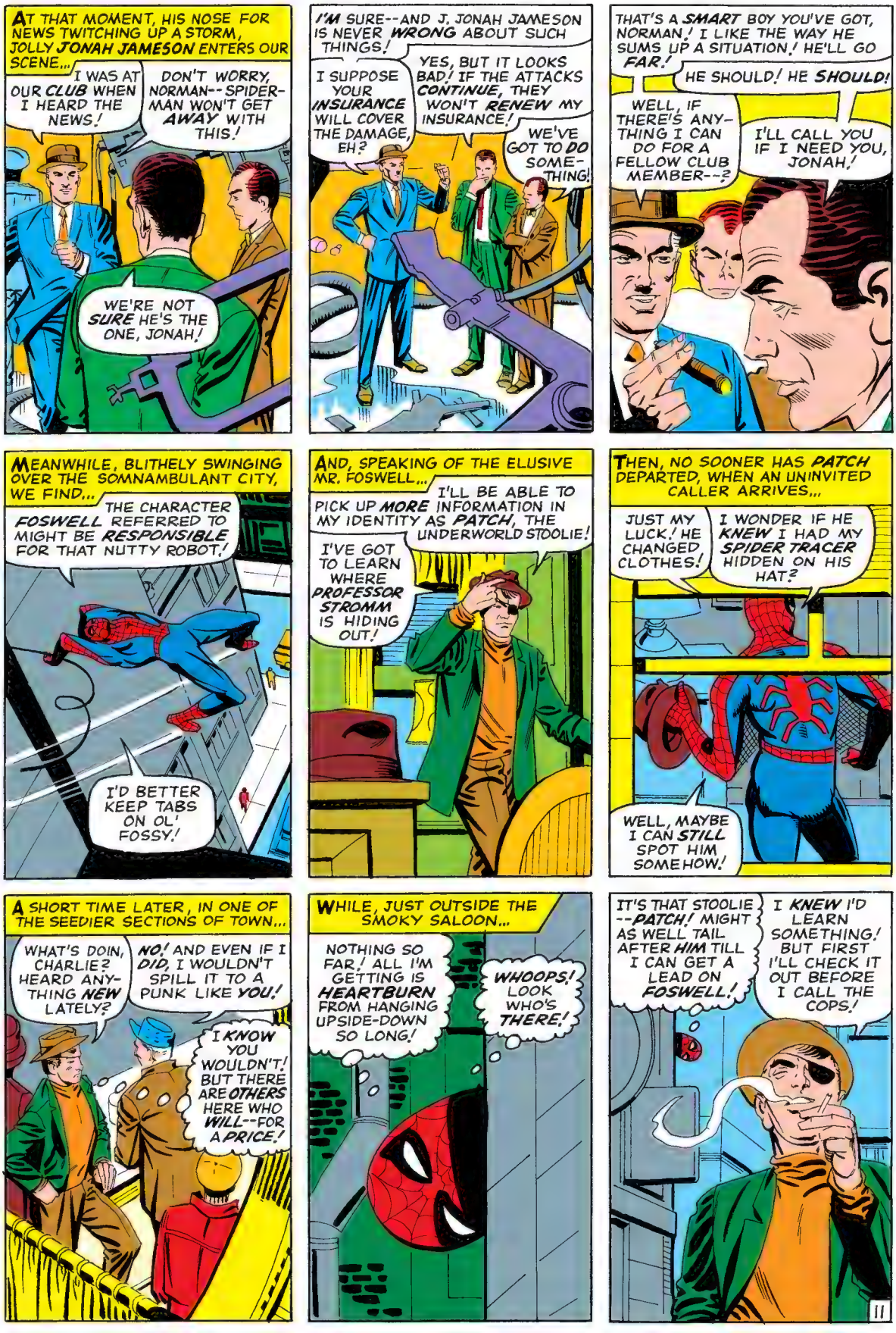

C'MON, C'MON! PUT UP YOUR HANDS!
OHHH! IF I ONLY DARED! JUST ONCE!
BUT, WITH MY SPIDER STRENGTH, I'M LIABLE TO ACCIDENTALLY HURT HIM, NO MATTER HOW CAREFUL I AM!
SORRY, FLASH-- I CAN'T LET YOU DO IT--!
IF YOU DAMAGED MY PROFILE, HALF THE GIRLS AT E.S.U. WOULD BE HEART-BROKEN! WE CAN'T LET THAT HAPPEN!
YOU YELLOW FINK! I KNEW YOU'D CHICKEN OUT!
OH, LET HIM GO, FLASH!
OKAY, DOLL! BUT IF HE BOTHERS YOU AGAIN, JUST LEMME KNOW!
I'D BET MY BOTTOM DOLLAR THAT PETER PARKER WASN'T THE LEAST BIT SCARED OF FLASH!
I SAW WHAT HAPPENED, GWEN! PARKER GIVES ME A SWIFT PAIN, TOO!
OH, YOU HAVEN'T ANY USE FOR ANYONE WHO'S SMARTER THAN YOU ARE, HARRY! PETER'S NEVER BOTHERED YOU!
WHAT'S THE MATTER WITH ME?? I'M ACTUALLY STARTING TO DEFEND HIM!
BOY! IF UNPOPULARITY EVER BECAME POPULAR, I'D BE TOP MAN AROUND HERE!
THEN, AS THE CLASS ENDS...
REMEMBER TO STAY OUT OUT OF MY WAY FROM NOW ON, PARKER!
YOU BET I WILL! FOR ALL I KNOW, YOUR STUPIDITY MIGHT BE CATCHING!
BUT, WHILE PETER REVELS IN HIS MERRY CAMPUS SOCIAL LIFE, WE REJOIN PROFESSOR STROMM ONCE MORE, JUST AS MAX RETURNS...
IT'S FINISHED, MAX! WHAT DO YOU THINK OF MY LITTLE BEAUTY?
IT-- IT MOVES BY ITSELF! IT GRABBED ME!
OF COURSE! I WILLED IT TO! DO NOT WORRY, MAX! I CAN MENTALLY CONTROL ITS EVERY ACTION!
IT HAS PASSED EVERY TEST PERFECTLY! AND, BEST OF ALL, I CAN ELECTRONICALLY FOLLOW ITS EVERY MOVE!! WATCH--!

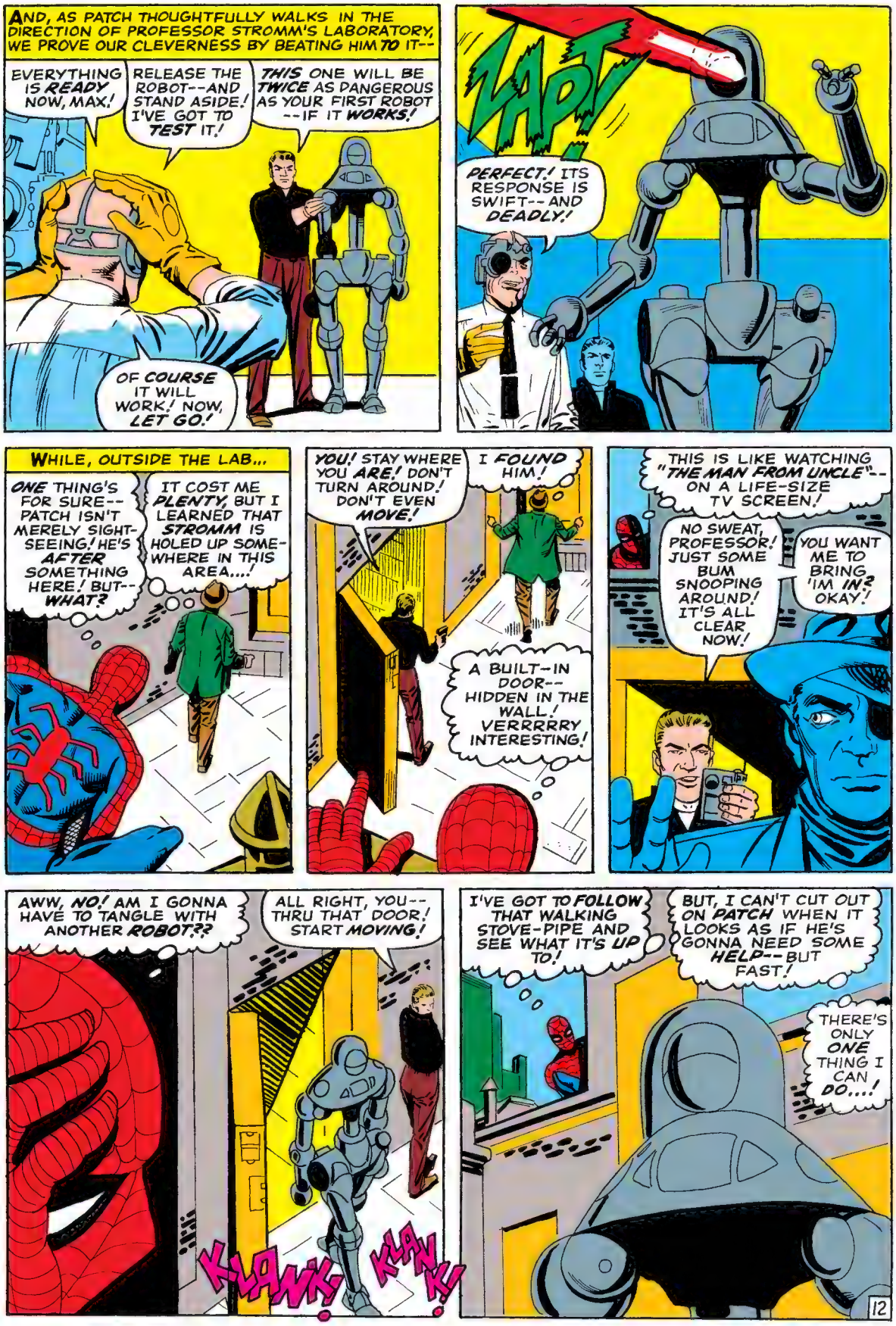

I SHALL DISPATCH IT TO ITS VICTIM NOW--
THIS IS THE FIRST STEP OF MY MAGNIFICENT MASTER PLAN OF TOTAL REVENGE!
"SEE HOW EFFORTLESSLY IT CAN SCALE HIGH WALLS--!"
"AND NOW, AT LAST-- IT HAS REACHED ITS GOAL...!"
ELECTR ONI
"A GUARD IS APPROACHING --BUT HE'LL BE HELPLESS TO STOP IT!"
WHAT IN THE NAME OF CREATION IS THAT??
MY BULLETS CAN'T HURT IT! I-I'VE GOT TO GO FOR HELP!
BUT, HOW CAN I DESCRIBE IT SO THEY WON'T THINK I WAS SEEING THINGS??
IN FACT, HOW DO I KNOW I'M NOT SEEING THINGS??
THE GUARD IS GONE! THE PLACE IS NOW DESERTED-- EXCEPT FOR MY ROBOT! EVERYTHING IS PERFECT!
"I WANT MY REVENGE TO LAST! THE LONGER IT TAKES, THE MORE I'LL ENJOY IT! HENCE, WE WILL MERELY WRECK PART OF HIS LABORATORY NOW!"
"TO BEGIN WITH, I'LL HIT HIM WHERE IT HURTS THE MOST-- IN HIS WALLET!"
7

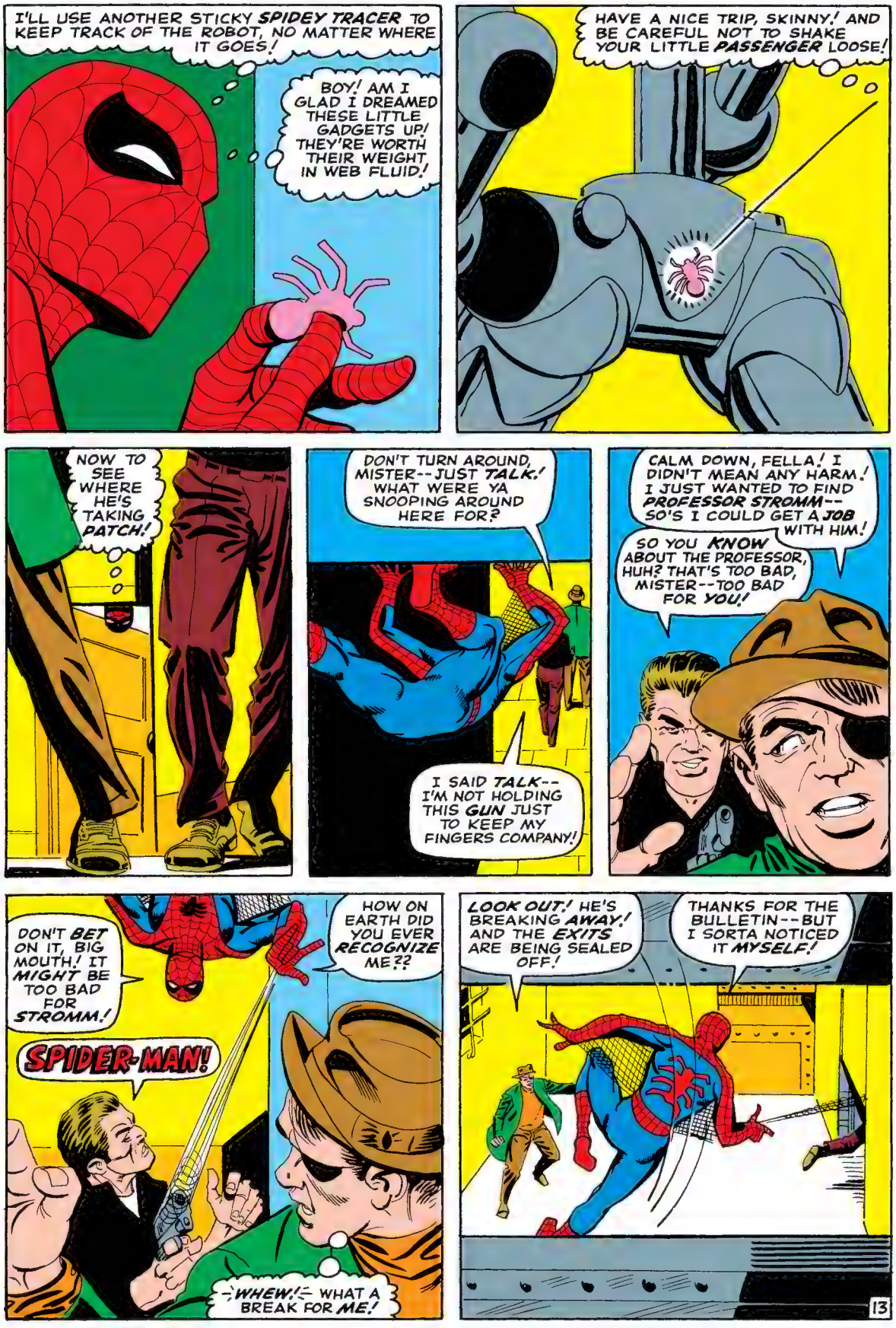

MEANWHILE, AN EVER-GROWING CROWD GATHERS OUTSIDE THE NOW-SMOKING ELECTRONICS PLANT...!
STEP BACK, FOLKS! MAKE ROOM FOR THE FIRE TRUCKS!
I COULDA SWORN I SAW SOMEONE--IN THE AIR, ABOVE ME!
BUT, WITH ALL THIS SMOKE, I MUST HAVE IMAGINED IT!
IMAGINED IT?? NOT QUITE....!
I THOUGHT I SMELLED SMOKE FROM AROUND THE CORNER!
IF ANYONE'S TRAPPED INSIDE, I MAY BE ABLE TO HELP--!
NO, THE PLACE SEEMS EMPTY ENOUGH, EXCEPT FOR--! HOLY HANNAH!
THERE'S SOMETHING CRAWLING ALONG THE FLOOR--COMING TOWARDS ME...!
IT'S GOT TENTACLES! IT GRABBED ME--!
SHADES OF DOC OCK! WHAT HAVE I RUN INTO???
WHIT!
IT'S A ROBOT OF SOME KIND--AND STRONG!
IN FACT, IT'S STRONGER THAN I THOUGHT! I CAN'T PUSH IT, OR PULL IT, OR MAKE IT BUDGE!
8


WHOOOFFT!
IT LET GO!
IT CAN MOVE LIKE A STREAK WHEN IT WANTS TO
NOW IT'S ON TOP OF ME-- HOLDING ME DOWN-- PRESSING--PRESSING--!
ITS STRENGTH IS TOO EVENLY DISTRIBUTED! UHH--I- CAN'T GET IT OFF!
IT'S SO SKILLFULLY MADE THAT IT HASN'T ANY WEAK POINTS!
WHICH IS MORE THAN I CAN SAY ABOUT MYSELF!
I'M ACTUALLY HELPLESS!
WAIT! THERE'S ONE THING THAT MIGHT HELP--
THE FIRE! IT'S MY ONLY CHANCE!
ANY MECHANISM AS DELICATELY CONSTRUCTED AS THIS ROBOT MIGHT GO ALL TO PIECES IN THE MIDST OF HUNGRY FLAMES!
ANYWAY, THERE'S NOTHING ELSE TO DO BUT TRY!
IT BETTER HAPPEN FAST-- BEFORE THE FLAMES FINISH ME OFF, TOO!
9

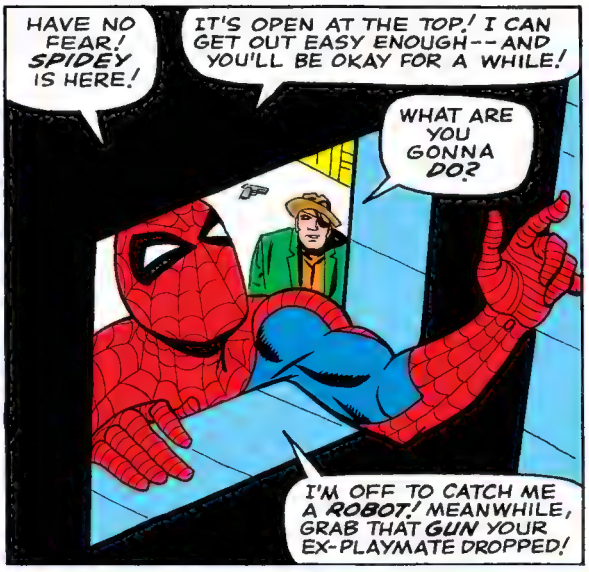

IT WORKED! THE INFERNO IS AFFECTING IT! IT'S RELEASING ITS HOLD ON ME!
AND, NOT A MINUTE TOO SOON!
NOW I'D BETTER GET OUT FAST, BEFORE THE ENTIRE BUILDING COLLAPSES!
BUT I'D SURE LIKE TO HAVE LEARNED MORE ABOUT THAT ROBOT!
WELL, I'VE GOT A HUNCH THIS ISN'T THE LAST I'VE SEEN OF IT!
LOOK! IT'S SPIDER-MAN!
SAY! MAYBE HE STARTED THE FIRE!
COULD BE!
LATER, BACK AT THE SINISTER SANCTUM OF PROFESSOR STROMM...
MY FIRST ROBOT HAS SERVED ITS PURPOSE ADMIRABLY! BUT, IT IS NOW USELESS!
HOWEVER, MY SECOND ONE IS FAR STRONGER--AND, AS YOU CAN SEE, I'VE EQUIPPED IT WITH A REMOTE CONTROL DESTRUCTION BEAM!
ZAP!
WE SHOULD HAVE IT ALL ASSEMBLED AND READY FOR OPERATION WITHIN THE HOUR!
YOU SURE WEREN'T KIDDING ABOUT THAT REVENGE KICK OF YOURS, HUH, PROFESSOR?
PROFESSOR STROMM NEVER KIDS!
AND NOW, WE'VE GOT A SMALL-SCALE SURPRISE FOR YOU! REMEMBER HARRY OSBORN, ONE OF PETER PARKER'S NASTIER SCHOOLMATES?
I DON'T GET IT, DAD? WHY WOULD SPIDER-MAN TRY TO BURN DOWN YOUR PLANT?
DON'T BELIEVE EVERYTHING YOU HEAR, HARRY! IT WASN'T SPIDER-MAN! SOMEONE ELSE WAS BEHIND THIS!
BUT--WHO?
NONE OF YOUR BLASTED BUSINESS!
I CAN'T TELL THE KID HOW I CHEATED PROFESSOR STROMM OUT OF HIS INVENTIONS, AND THEN RAILROADED HIM INTO JAIL WHEN HE BEGAN TO THREATEN ME! IT HAS TO BE STROMM WHO'S AFTER ME!
WOULDN'T IT BE SOMETHIN' IF SPIDER-MAN IS TRYING TO WORK A PROTECTION RACKET?
HARRY, DON'T YOU EVER SHUT UP?!!!


AT THAT MOMENT, HIS NOSE FOR NEWS TWITCHING UP A STORM, JOLLY JONAH JAMESON ENTERS OUR SCENE...
I WAS AT OUR CLUB WHEN I HEARD THE NEWS!
DON'T WORRY, NORMAN--SPIDER-MAN WON'T GET AWAY WITH THIS!
WE'RE NOT SURE HE'S THE ONE, JONAH!
I'M SURE--AND J. JONAH JAMESON IS NEVER WRONG ABOUT SUCH THINGS!
I SUPPOSE YOUR INSURANCE WILL COVER THE DAMAGE, EH?
YES, BUT IT LOOKS BAD! IF THE ATTACKS CONTINUE, THEY WON'T RENEW MY INSURANCE!
WE'VE GOT TO DO SOMETHING!
THAT'S A SMART BOY YOU'VE GOT, NORMAN! I LIKE THE WAY HE SUMS UP A SITUATION! HE'LL GO FAR!
HE SHOULD! HE SHOULD!
WELL, IF THERE'S ANYTHING I CAN DO FOR A FELLOW CLUB MEMBER--?
I'LL CALL YOU IF I NEED YOU, JONAH!
MEANWHILE, BLITHELY SWINGING OVER THE SOMNAMBULANT CITY, WE FIND...
THE CHARACTER FOSWELL REFERRED TO MIGHT BE RESPONSIBLE FOR THAT NUTTY ROBOT!
I'D BETTER KEEP TABS ON OL' FOSSY!
AND, SPEAKING OF THE ELUSIVE MR. FOSWELL...
I'LL BE ABLE TO PICK UP MORE INFORMATION IN MY IDENTITY AS PATCH, THE UNDERWORLD STOOLIE!
I'VE GOT TO LEARN WHERE PROFESSOR STROMM IS HIDING OUT!
THEN, NO SOONER HAS PATCH DEPARTED, WHEN AN UNINVITED CALLER ARRIVES...
JUST MY LUCK! HE CHANGED CLOTHES!
I WONDER IF HE KNEW I HAD MY SPIDER TRACER HIDDEN ON HIS HAT?
WELL, MAYBE I CAN STILL SPOT HIM SOMEHOW!
A SHORT TIME LATER, IN ONE OF THE SEEDIER SECTIONS OF TOWN...
WHAT'S DOIN, CHARLIE? HEARD ANYTHING NEW LATELY?
NO! AND EVEN IF I DID, I WOULDN'T SPILL IT TO A PUNK LIKE YOU!
I KNOW YOU WOULDN'T! BUT THERE ARE OTHERS HERE WHO WILL--FOR A PRICE!
WHILE, JUST OUTSIDE THE SMOKY SALOON...
NOTHING SO FAR! ALL I'M GETTING IS HEARTBURN FROM HANGING UPSIDE-DOWN SO LONG!
WHOOPS! LOOK WHO'S THERE!
IT'S THAT STOOLIE--PATCH! MIGHT AS WELL TAIL AFTER HIM TILL I CAN GET A LEAD ON FOSWELL!
I KNEW I'D LEARN SOMETHING! BUT FIRST I'LL CHECK IT OUT BEFORE I CALL THE COPS!
11

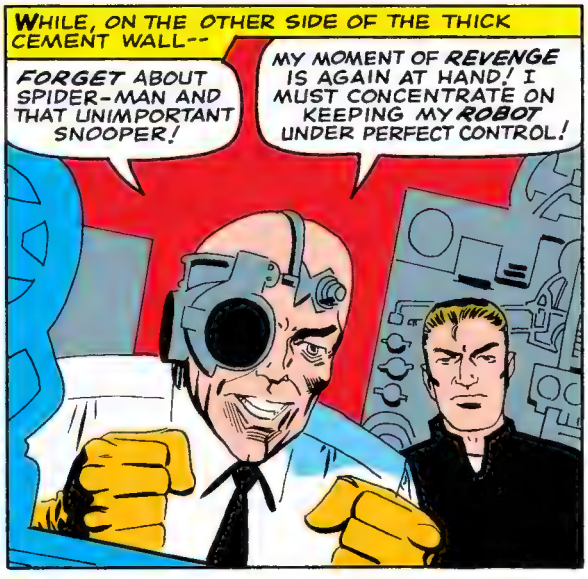

AND, AS PATCH THOUGHTFULLY WALKS IN THE DIRECTION OF PROFESSOR STROMM'S LABORATORY, WE PROVE OUR CLEVERNESS BY BEATING HIM TO IT--
EVERYTHING IS READY NOW, MAX!
RELEASE THE ROBOT--AND STAND ASIDE! I'VE GOT TO TEST IT!
THIS ONE WILL BE TWICE AS DANGEROUS AS YOUR FIRST ROBOT --IF IT WORKS!
OF COURSE IT WILL WORK! NOW, LET GO!
ZAP!
PERFECT! ITS RESPONSE IS SWIFT-- AND DEADLY!
WHILE, OUTSIDE THE LAB...
ONE THING'S FOR SURE-- PATCH ISN'T MERELY SIGHT-SEEING! HE'S AFTER SOMETHING HERE! BUT-- WHAT?
IT COST ME PLENTY, BUT I LEARNED THAT STROMM IS HOLED UP SOMEWHERE IN THIS AREA....!
YOU! STAY WHERE YOU ARE! DON'T TURN AROUND! DON'T EVEN MOVE!
I FOUND HIM!
A BUILT-IN DOOR-- HIDDEN IN THE WALL! VERRRRY INTERESTING!
THIS IS LIKE WATCHING "THE MAN FROM UNCLE"-- ON A LIFE-SIZE TV SCREEN!
NO SWEAT, PROFESSOR! JUST SOME BUM SNOOPING AROUND! IT'S ALL CLEAR NOW!
YOU WANT ME TO BRING 'IM IN? OKAY!
AWW, NO! AM I GONNA HAVE TO TANGLE WITH ANOTHER ROBOT??
ALL RIGHT, YOU-- THRU THAT DOOR! START MOVING!
KLANK! KLANK!
I'VE GOT TO FOLLOW THAT WALKING STOVE-PIPE AND SEE WHAT IT'S UP TO!
BUT, I CAN'T CUT OUT ON PATCH WHEN IT LOOKS AS IF HE'S GONNA NEED SOME HELP-- BUT FAST!
THERE'S ONLY ONE THING I CAN DO....!
12

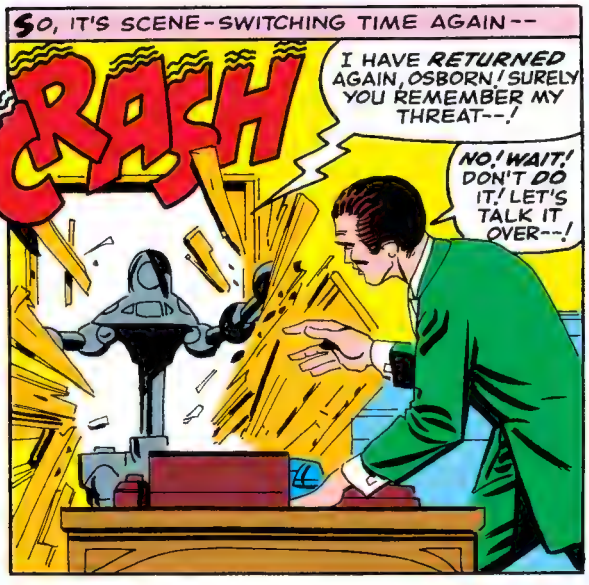

I'LL USE ANOTHER STICKY SPIDEY TRACER TO KEEP TRACK OF THE ROBOT, NO MATTER WHERE IT GOES!
BOY! AM I GLAD I DREAMED THESE LITTLE GADGETS UP! THEY'RE WORTH THEIR WEIGHT IN WEB FLUID!
HAVE A NICE TRIP, SKINNY! AND BE CAREFUL NOT TO SHAKE YOUR LITTLE PASSENGER LOOSE!
NOW TO SEE WHERE HE'S TAKING PATCH!
DON'T TURN AROUND, MISTER--JUST TALK! WHAT WERE YA SNOOPING AROUND HERE FOR?
I SAID TALK--I'M NOT HOLDING THIS GUN JUST TO KEEP MY FINGERS COMPANY!
CALM DOWN, FELLA! I DIDN'T MEAN ANY HARM! I JUST WANTED TO FIND PROFESSOR STROMM--SO'S I COULD GET A JOB WITH HIM!
SO YOU KNOW ABOUT THE PROFESSOR, HUH? THAT'S TOO BAD, MISTER--TOO BAD FOR YOU!
DON'T BET ON IT, BIG MOUTH! IT MIGHT BE TOO BAD FOR STROMM!
SPIDER-MAN!
HOW ON EARTH DID YOU EVER RECOGNIZE ME??
-WHEW!- WHAT A BREAK FOR ME!
LOOK OUT! HE'S BREAKING AWAY! AND THE EXITS ARE BEING SEALED OFF!
THANKS FOR THE BULLETIN--BUT I SORTA NOTICED IT MYSELF!
13

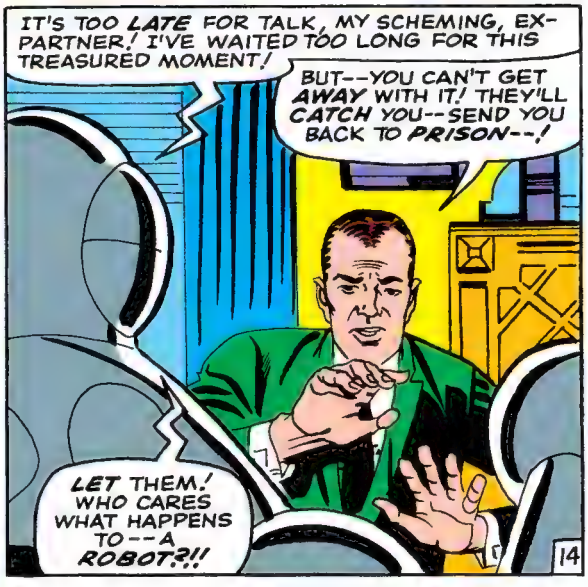
I WAS A FOOL TO LET HIM TRAP ME THIS WAY! WE'LL NEVER BREAK OUT!
SURE WE WILL! WE'RE THE GOOD GUYS, AREN'T WE?
THIS AIR SHAFT IS JUST WHAT WE NEED!

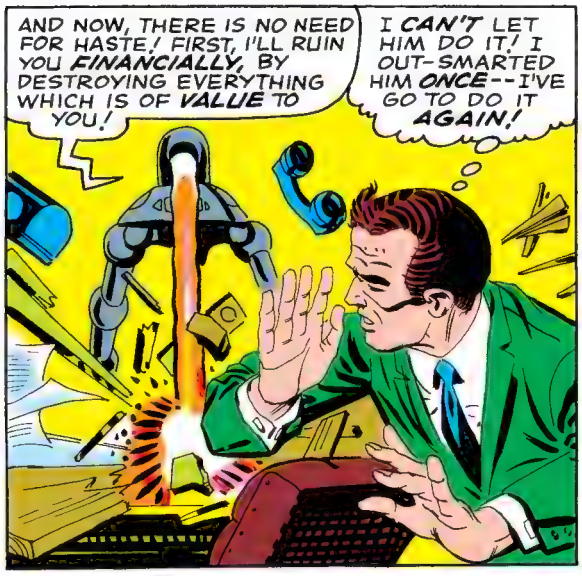

HAVE NO FEAR! SPIDEY IS HERE!
IT'S OPEN AT THE TOP! I CAN GET OUT EASY ENOUGH--AND YOU'LL BE OKAY FOR A WHILE!
WHAT ARE YOU GONNA DO?
I'M OFF TO CATCH ME A ROBOT! MEANWHILE, GRAB THAT GUN YOUR EX-PLAYMATE DROPPED!

I'VE GOTTA LATCH ON TO THAT WALKING PILE OF NUTS AND BOLTS BEFORE IT DOES ANY DAMAGE!
AND, WITH MY LITTLE SPIDEY TRACER ZEROING ME IN, IT CAN'T TAKE MORE THAN A FEW MINUTES!

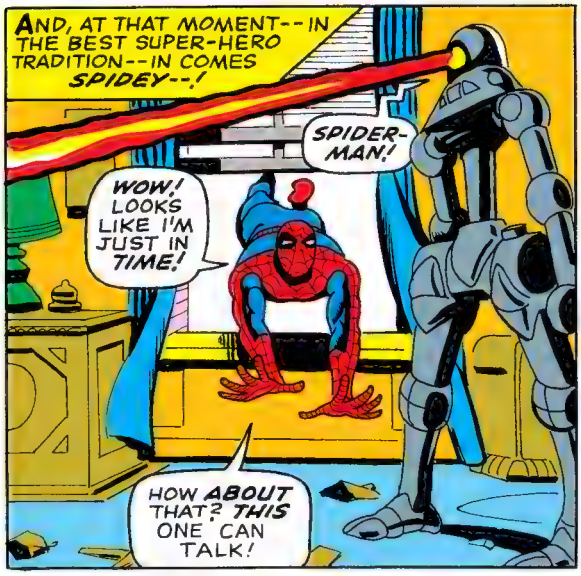

WHILE, ON THE OTHER SIDE OF THE THICK CEMENT WALL--
FORGET ABOUT SPIDER-MAN AND THAT UNIMPORTANT SNOOPER!
MY MOMENT OF REVENGE IS AGAIN AT HAND! I MUST CONCENTRATE ON KEEPING MY ROBOT UNDER PERFECT CONTROL!

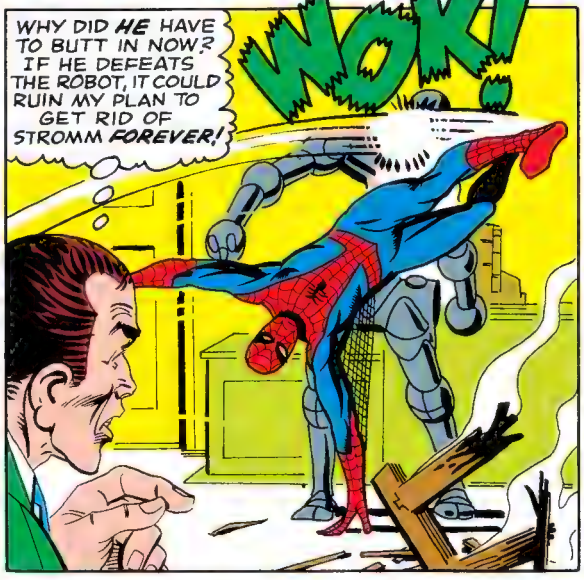

SO, IT'S SCENE-SWITCHING TIME AGAIN--
CRASH
I HAVE RETURNED AGAIN, OSBORN! SURELY YOU REMEMBER MY THREAT--!
NO! WAIT! DON'T DO IT! LET'S TALK IT OVER--!

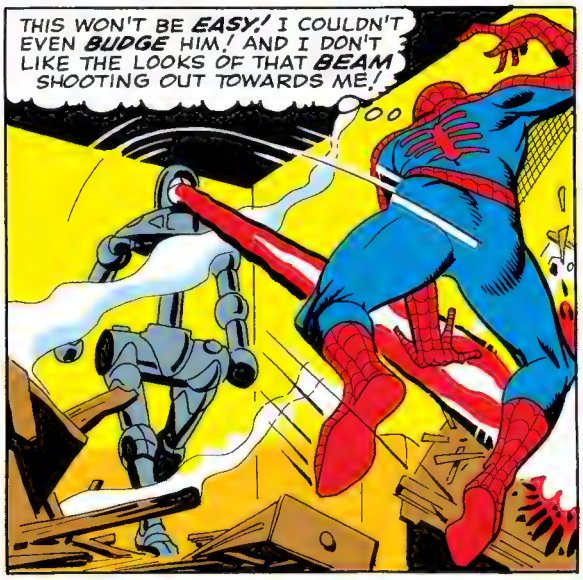

IT'S TOO LATE FOR TALK, MY SCHEMING, EX-PARTNER! I'VE WAITED TOO LONG FOR THIS TREASURED MOMENT!
BUT--YOU CAN'T GET AWAY WITH IT! THEY'LL CATCH YOU--SEND YOU BACK TO PRISON--!
LET THEM! WHO CARES WHAT HAPPENS TO--A ROBOT?!!

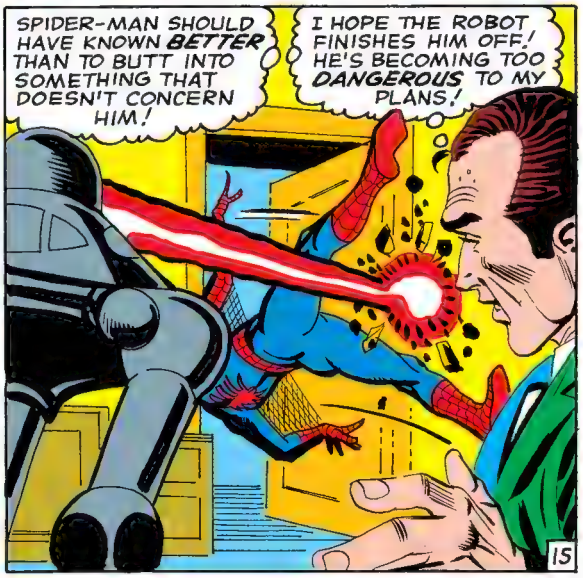

AND NOW, THERE IS NO NEED FOR HASTE! FIRST, I'LL RUIN YOU FINANCIALLY, BY DESTROYING EVERYTHING WHICH IS OF VALUE TO YOU!
I CAN'T LET HIM DO IT! I OUT-SMARTED HIM ONCE--I'VE GO TO DO IT AGAIN!

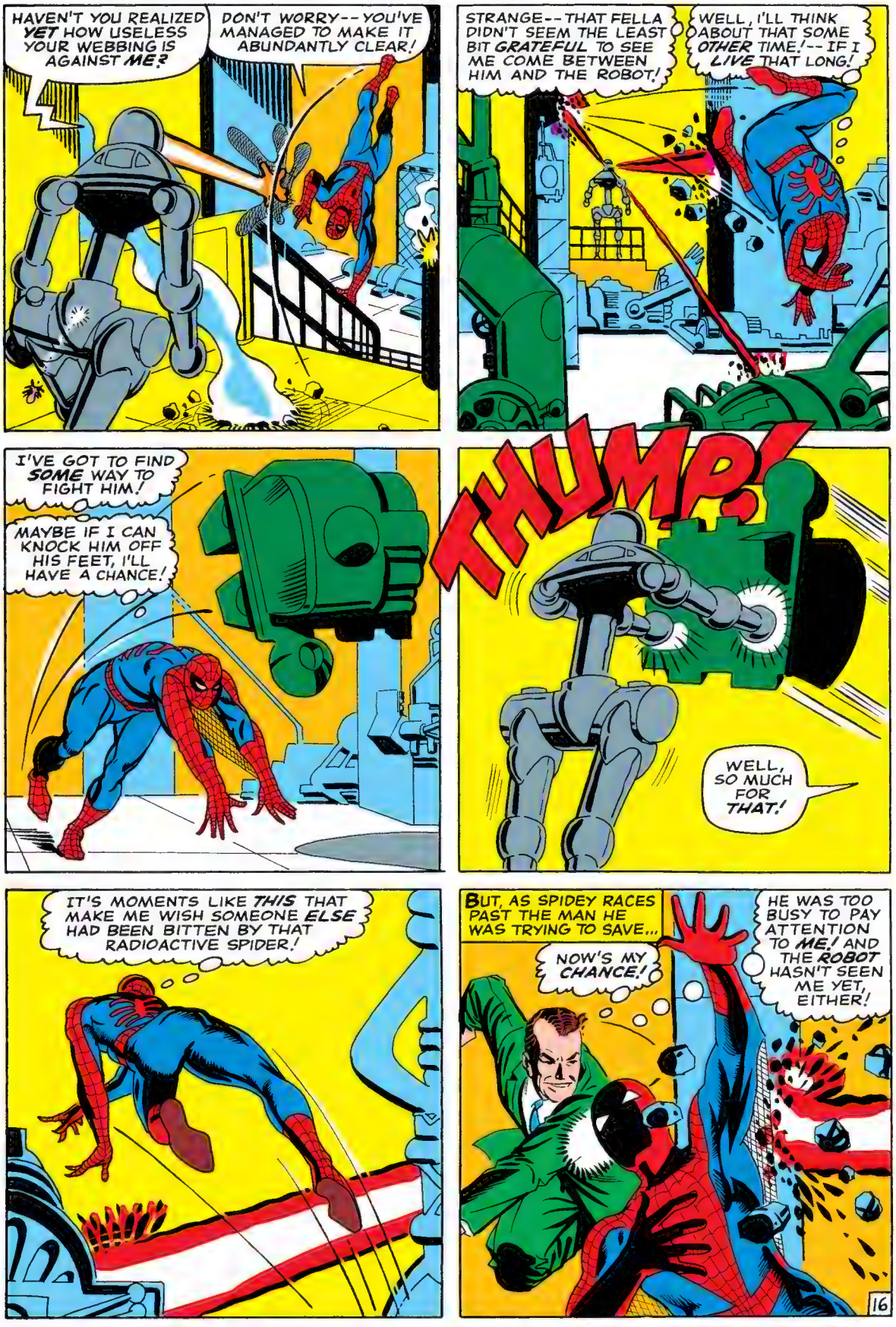
I SUGGEST YOU MOVE ASIDE, OSBORN! I WANT TO SAVE YOU FOR THE LAST! YOU MAY OCCUPY YOUR TIME BY PLEADING FOR MERCY, IF YOU'D LIKE!
HE WON'T TRY TO HARM ME YET! THAT MEANS I'M SAFE--FOR A WHILE! NOW I KNOW WHAT TO DO!

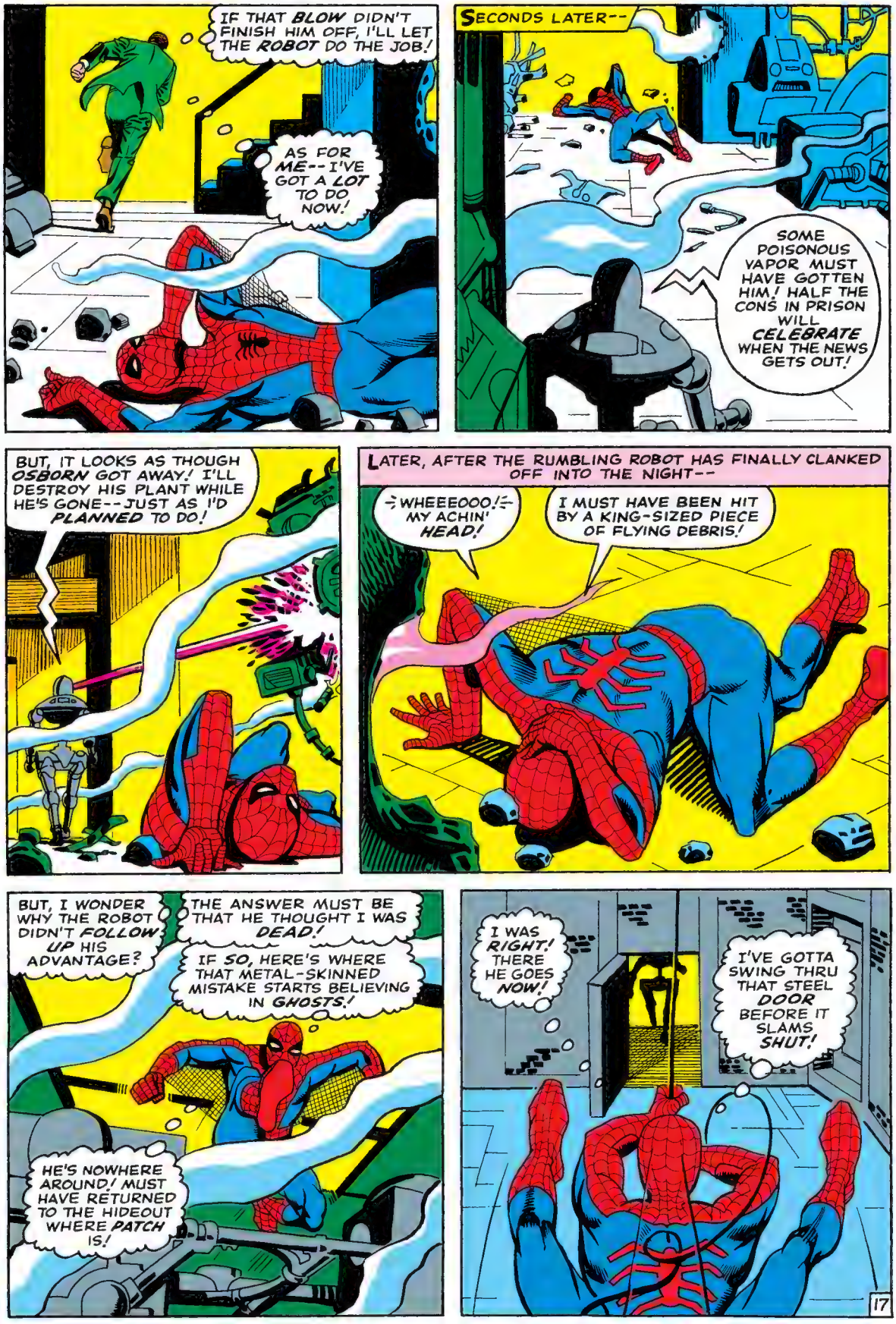

AND, AT THAT MOMENT--IN THE BEST SUPER-HERO TRADITION--IN COMES SPIDEY--!
SPIDER-MAN!
WOW! LOOKS LIKE I'M JUST IN TIME!
HOW ABOUT THAT? THIS ONE CAN TALK!

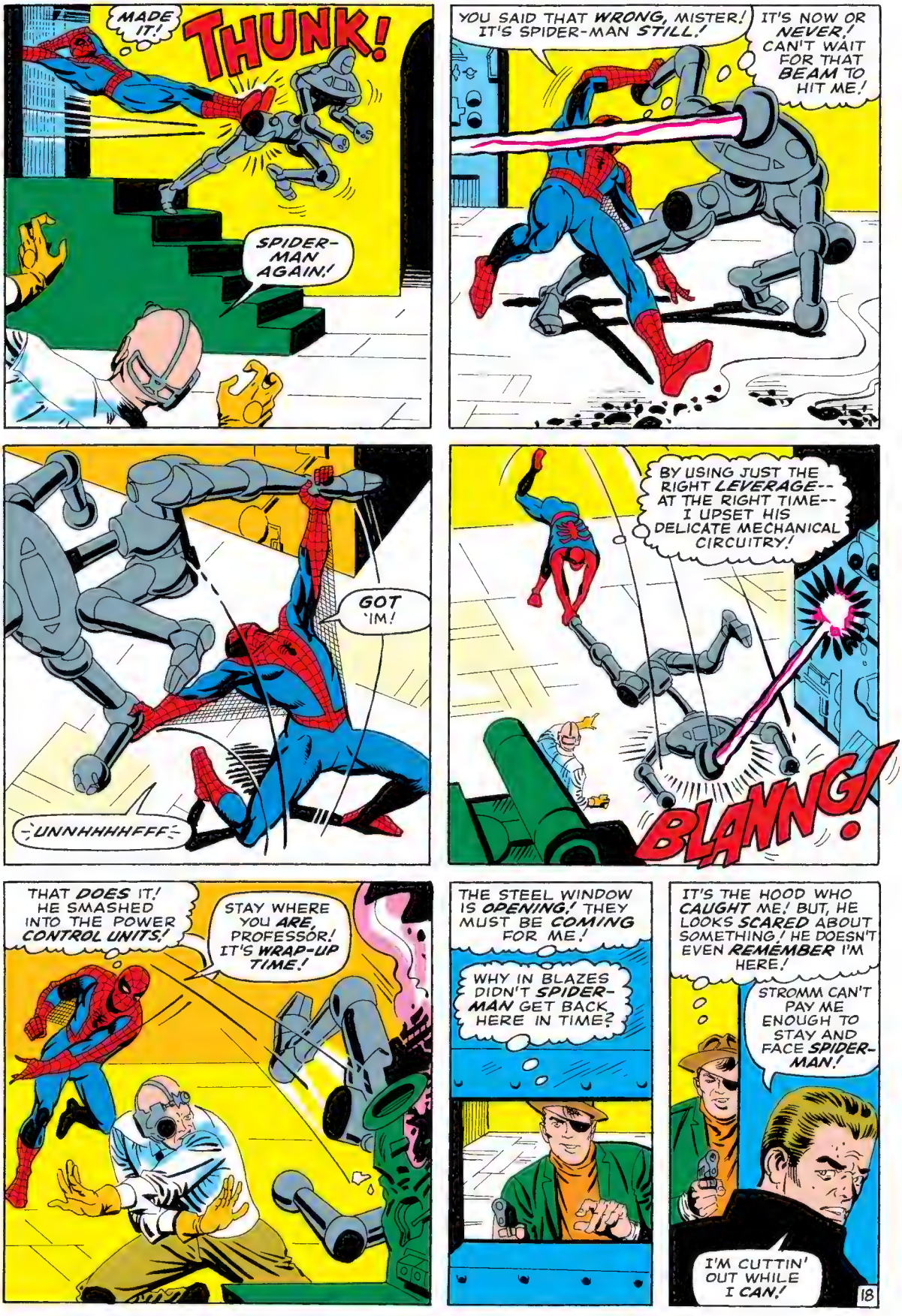

WHY DID HE HAVE TO BUTT IN NOW? IF HE DEFEATS THE ROBOT, IT COULD RUIN MY PLAN TO GET RID OF STROMM FOREVER!
WOK!

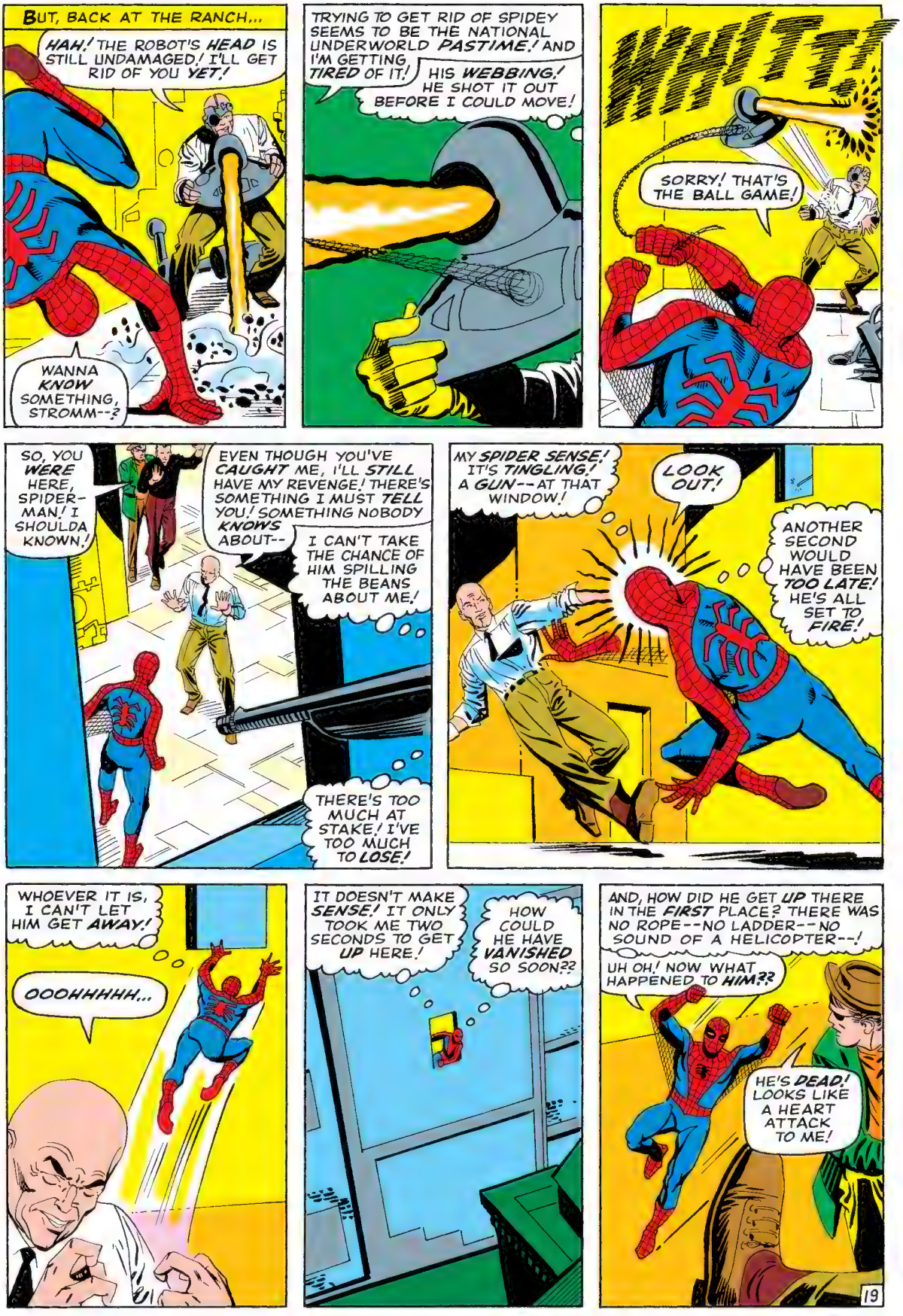

THIS WON'T BE EASY! I COULDN'T EVEN BUDGE HIM! AND I DON'T LIKE THE LOOKS OF THAT BEAM SHOOTING OUT TOWARDS ME!

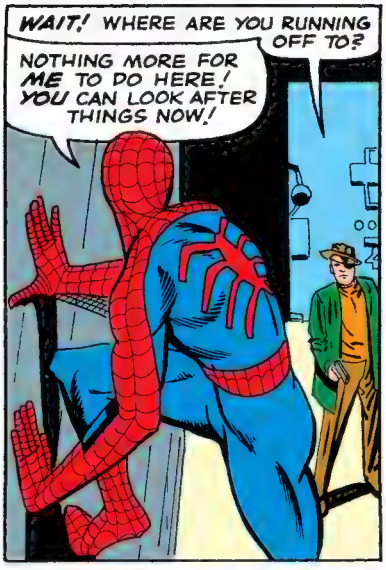

SPIDER-MAN SHOULD HAVE KNOWN BETTER THAN TO BUTT INTO SOMETHING THAT DOESN'T CONCERN HIM!
I HOPE THE ROBOT FINISHES HIM OFF! HE'S BECOMING TOO DANGEROUS TO MY PLANS!


HAVEN'T YOU REALIZED YET HOW USELESS YOUR WEBBING IS AGAINST ME?
DON'T WORRY--YOU'VE MANAGED TO MAKE IT ABUNDANTLY CLEAR!
STRANGE--THAT FELLA DIDN'T SEEM THE LEAST BIT GRATEFUL TO SEE ME COME BETWEEN HIM AND THE ROBOT!
WELL, I'LL THINK ABOUT THAT SOME OTHER TIME!--IF I LIVE THAT LONG!
I'VE GOT TO FIND SOME WAY TO FIGHT HIM!
MAYBE IF I CAN KNOCK HIM OFF HIS FEET, I'LL HAVE A CHANCE!
THUMP!
WELL, SO MUCH FOR THAT!
IT'S MOMENTS LIKE THIS THAT MAKE ME WISH SOMEONE ELSE HAD BEEN BITTEN BY THAT RADIOACTIVE SPIDER!
BUT, AS SPIDEY RACES PAST THE MAN HE WAS TRYING TO SAVE...
NOW'S MY CHANCE!
HE WAS TOO BUSY TO PAY ATTENTION TO ME! AND THE ROBOT HASN'T SEEN ME YET, EITHER!


IF THAT BLOW DIDN'T FINISH HIM OFF, I'LL LET THE ROBOT DO THE JOB!
AS FOR ME--I'VE GOT A LOT TO DO NOW!
SECONDS LATER--
SOME POISONOUS VAPOR MUST HAVE GOTTEN HIM! HALF THE CONS IN PRISON WILL CELEBRATE WHEN THE NEWS GETS OUT!
BUT, IT LOOKS AS THOUGH OSBORN GOT AWAY! I'LL DESTROY HIS PLANT WHILE HE'S GONE--JUST AS I'D PLANNED TO DO!
LATER, AFTER THE RUMBLING ROBOT HAS FINALLY CLANKED OFF INTO THE NIGHT--
=WHEEEOOO!= MY ACHIN' HEAD!
I MUST HAVE BEEN HIT BY A KING-SIZED PIECE OF FLYING DEBRIS!
BUT, I WONDER WHY THE ROBOT DIDN'T FOLLOW UP HIS ADVANTAGE?
THE ANSWER MUST BE THAT HE THOUGHT I WAS DEAD!
IF SO, HERE'S WHERE THAT METAL-SKINNED MISTAKE STARTS BELIEVING IN GHOSTS!
HE'S NOWHERE AROUND! MUST HAVE RETURNED TO THE HIDEOUT WHERE PATCH IS!
I WAS RIGHT! THERE HE GOES NOW!
I'VE GOTTA SWING THRU THAT STEEL DOOR BEFORE IT SLAMS SHUT!


MADE IT!
THUNK!
SPIDER-MAN AGAIN!
YOU SAID THAT WRONG, MISTER! IT'S SPIDER-MAN STILL!
IT'S NOW OR NEVER! CAN'T WAIT FOR THAT BEAM TO HIT ME!
GOT 'IM!
-UNNHHHHFFF-
BY USING JUST THE RIGHT LEVERAGE-- AT THE RIGHT TIME-- I UPSET HIS DELICATE MECHANICAL CIRCUITRY!
BLANNG!
THAT DOES IT! HE SMASHED INTO THE POWER CONTROL UNITS!
STAY WHERE YOU ARE, PROFESSOR! IT'S WRAP-UP TIME!
THE STEEL WINDOW IS OPENING! THEY MUST BE COMING FOR ME!
WHY IN BLAZES DIDN'T SPIDER-MAN GET BACK HERE IN TIME?
IT'S THE HOOD WHO CAUGHT ME! BUT, HE LOOKS SCARED ABOUT SOMETHING! HE DOESN'T EVEN REMEMBER I'M HERE!
STROMM CAN'T PAY ME ENOUGH TO STAY AND FACE SPIDER-MAN!
I'M CUTTIN' OUT WHILE I CAN!
18


BUT, BACK AT THE RANCH...
HAH! THE ROBOT'S HEAD IS STILL UNDAMAGED! I'LL GET RID OF YOU YET!
WANNA KNOW SOMETHING, STROMM--?
TRYING TO GET RID OF SPIDEY SEEMS TO BE THE NATIONAL UNDERWORLD PASTIME! AND I'M GETTING TIRED OF IT!
HIS WEBBING! HE SHOT IT OUT BEFORE I COULD MOVE!
WHIT!
SORRY! THAT'S THE BALL GAME!
SO, YOU WERE HERE, SPIDER-MAN! I SHOULDA KNOWN!
EVEN THOUGH YOU'VE CAUGHT ME, I'LL STILL HAVE MY REVENGE! THERE'S SOMETHING I MUST TELL YOU! SOMETHING NOBODY KNOWS ABOUT--
I CAN'T TAKE THE CHANCE OF HIM SPILLING THE BEANS ABOUT ME!
THERE'S TOO MUCH AT STAKE! I'VE TOO MUCH TO LOSE!
MY SPIDER SENSE! IT'S TINGLING! A GUN--AT THAT WINDOW!
LOOK OUT!
ANOTHER SECOND WOULD HAVE BEEN TOO LATE! HE'S ALL SET TO FIRE!
WHOEVER IT IS, I CAN'T LET HIM GET AWAY!
OOOHHHHH...
IT DOESN'T MAKE SENSE! IT ONLY TOOK ME TWO SECONDS TO GET UP HERE!
HOW COULD HE HAVE VANISHED SO SOON??
AND, HOW DID HE GET UP THERE IN THE FIRST PLACE? THERE WAS NO ROPE--NO LADDER--NO SOUND OF A HELICOPTER--!
UH OH! NOW WHAT HAPPENED TO HIM??
HE'S DEAD! LOOKS LIKE A HEART ATTACK TO ME!


WAIT! WHERE ARE YOU RUNNING OFF TO?
NOTHING MORE FOR ME TO DO HERE! YOU CAN LOOK AFTER THINGS NOW!

LATER, AT THE OSBORN RESIDENCE...
DAD! MISTER JAMESON IS HERE! HE HAS SOME GOOD NEWS FOR YOU!
I KNOW! I HEARD IT ON THE RADIO! THEY CAUGHT PROFESSOR STROMM! HE WAS FOUND DEAD!

I FELT IT WAS MY DUTY AS A FELLOW CLUB MEMBER TO TELL YOU THAT YOU'RE SAFE NOW! THAT CROOKED EX-PARTNER OF YOURS WAS TO BLAME FOR THOSE ATTACKS--BUT HE CAN'T BOTHER YOU ANY MORE!
THE POOR DEVIL! I HAD FORGOTTEN ALL ABOUT HIM--!

WELL, IT SEEMS HE DIDN'T FORGET ABOUT YOU! HE MUST HAVE PLANNED TO GET REVENGE ON YOU ALL THE YEARS HE WAS IN PRISON!
SOME PEOPLE CAN NEVER BE REFORMED--LIKE THAT BLASTED SPIDER-MAN!
I GUESS YOU'RE RIGHT!

NICE OF YOU TO COME HERE, JONAH! I APPRECIATE IT!
YOU KNOW ME! I'M ALL HEART! SEE YOU AT THE CLUB, NORMAN!

BUT, WHEN NORMAN OSBORN IS FINALLY ALONE--HE RETURNS TO HIS DARK AND MENACING THOUGHTS--
SPIDER-MAN ALMOST RUINED EVERYTHING FOR ME! BUT, IT WON'T HAPPEN AGAIN!
NOW THAT HIS SUSPICIONS HAVE BEEN AROUSED--HE MUST BE DISPOSED OF!

AND, IN ANOTHER SECTION OF THE CITY...
I COULDN'T HAVE IMAGINED IT! THERE WAS SOMEONE AT THAT WINDOW WITH A GUN!
HI, PARKER! FEEL LIKE SOME BOWLING?
WE CAN USE ANOTHER MAN!
HE'S IGNORING US!
20

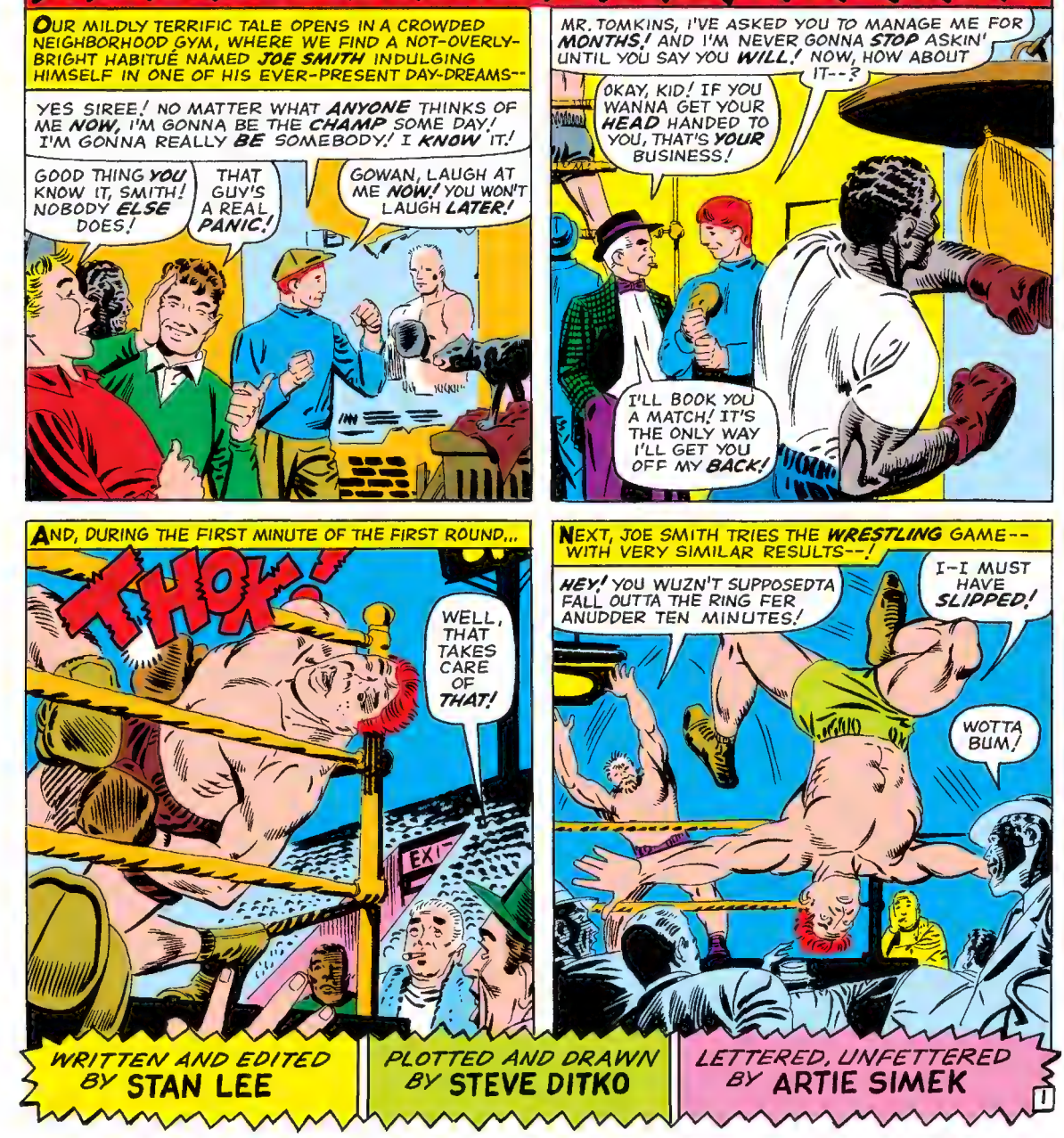
BOY! HOW STUCK-UP CAN YOU GET?!!
HE'S AS BIG A SNOB AS EVERYONE SAYS HE IS!
BUT, THERE COULD BE ANOTHER ANSWER...
WHAT IF I'M LOSING MY SPIDER SENSE???

IT COULD MEAN THE BEGINNING OF THE END FOR SPIDER-MAN! I-I'D BETTER NOT EVEN THINK ABOUT IT!
SO, HE'S TOO GOOD FOR US, HUH?
GUYS LIKE HIM DON'T WANNA KNOW ANYBODY--
THEY'D RATHER GO AROUND WITHOUT A CARE IN THE WORLD!
NEXT ISH:
WHILE WAITING TO SEE MORE OF THE MYSTERIOUS MR. OSBORN, WE'LL TOSS A NEW VILLAIN AT YOU! 'NUFF SAID!

the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP
38 JULY
IND.
HERE'S SPIDEY AT HIS FIGHTING BEST!
"JUST A GUY NAMED JOE!"
JUST WAIT'LL YOU SEE THE OFF-BEAT SUPER-VILLAIN STARRING IN THIS ISH! HE'S THE PRIZE PUSSYCAT OF THE YEAR!
THRILLS!
THOOM!
SPILLS!
CHILLS!
'NUFF SAID!

THE AMAZING SPIDER-MAN!

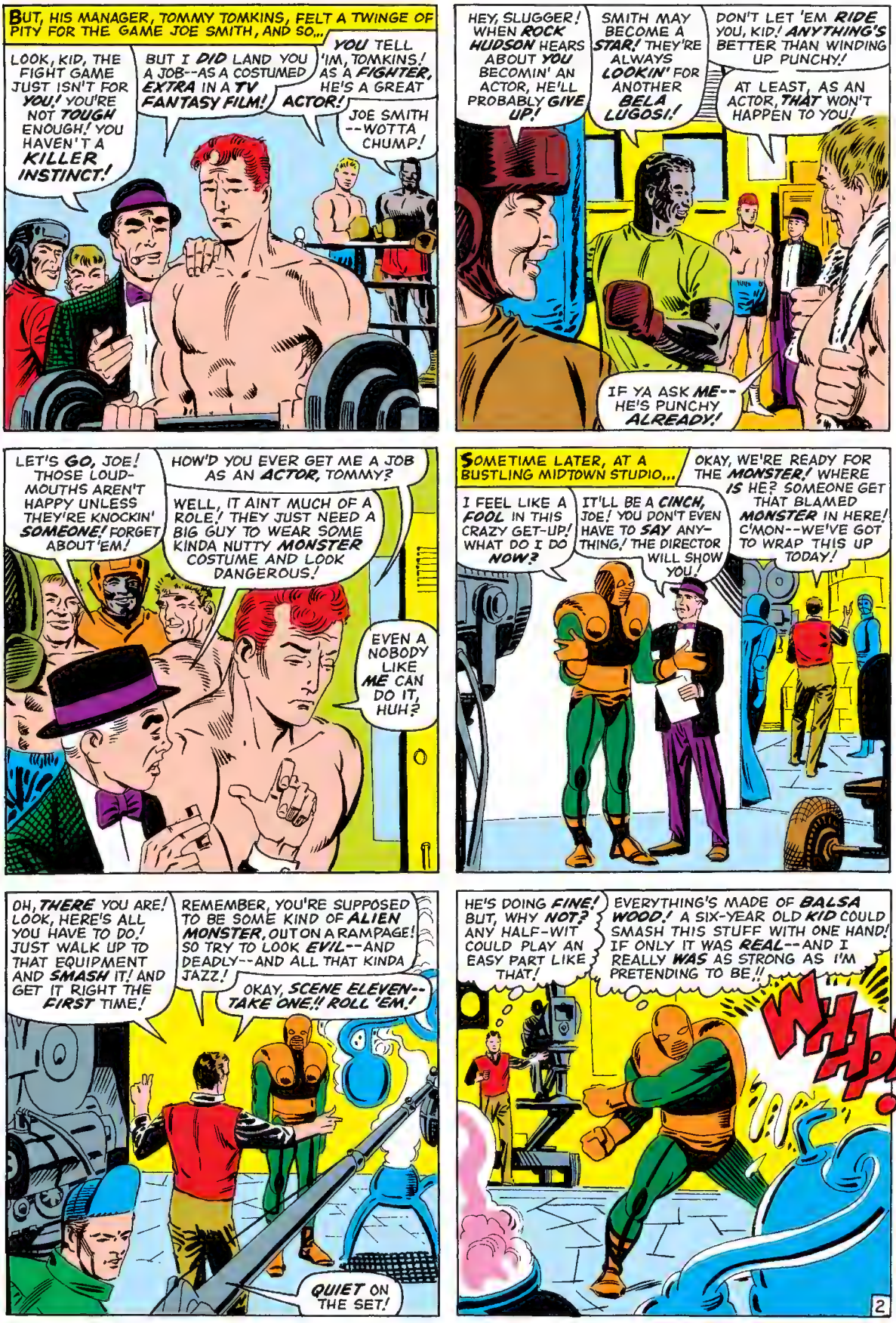
"JUST A GUY NAMED JOE!"

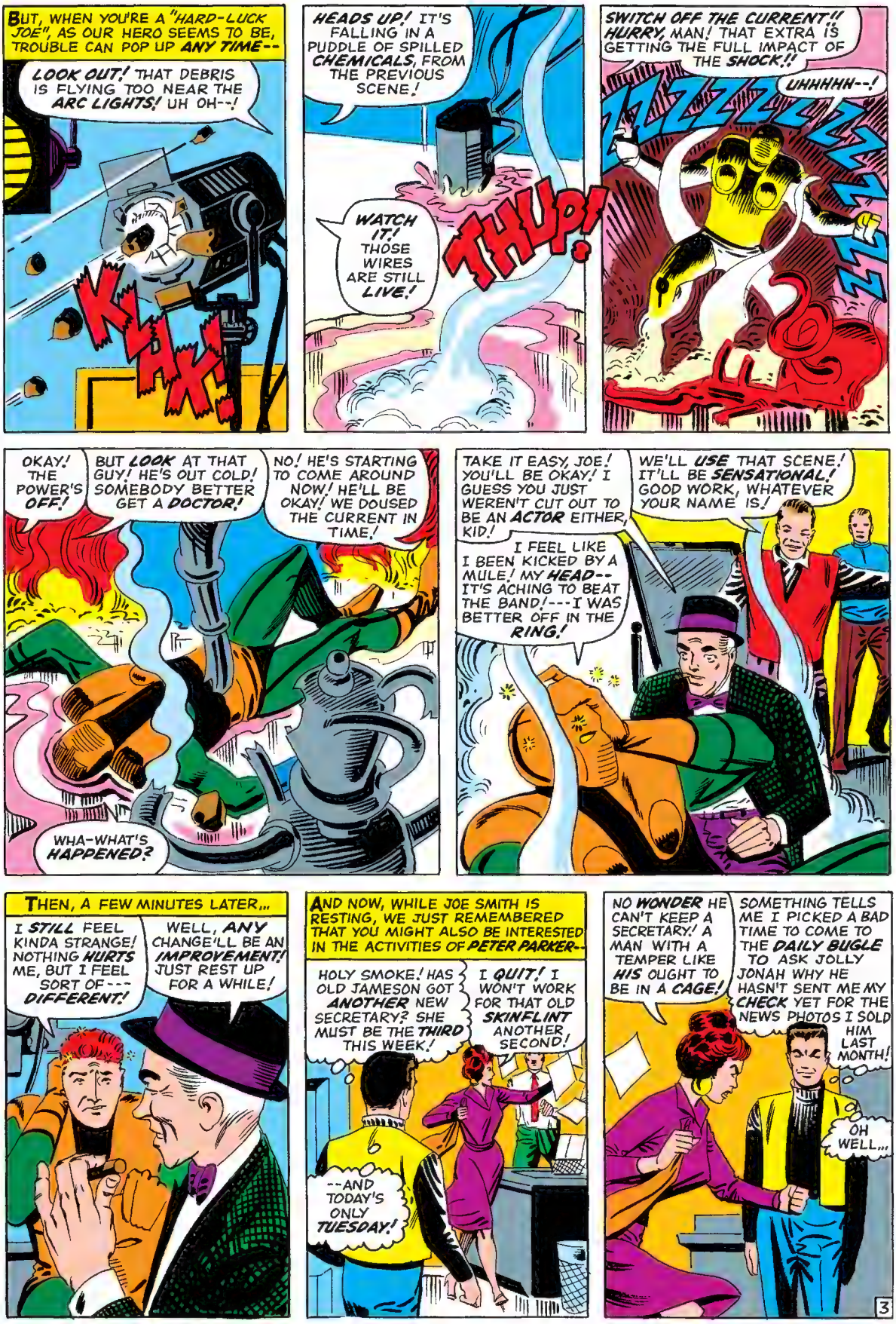

OUR MILDLY TERRIFIC TALE OPENS IN A CROWDED NEIGHBORHOOD GYM, WHERE WE FIND A NOT-OVERLY-BRIGHT HABITUÉ NAMED JOE SMITH INDULGING HIMSELF IN ONE OF HIS EVER-PRESENT DAY-DREAMS--
YES SIREE! NO MATTER WHAT ANYONE THINKS OF ME NOW, I'M GONNA BE THE CHAMP SOME DAY! I'M GONNA REALLY BE SOMEBODY! I KNOW IT!
GOOD THING YOU KNOW IT, SMITH! NOBODY ELSE DOES!
THAT GUY'S A REAL PANIC!
GOWAN, LAUGH AT ME NOW! YOU WON'T LAUGH LATER!
MR. TOMKINS, I'VE ASKED YOU TO MANAGE ME FOR MONTHS! AND I'M NEVER GONNA STOP ASKIN' UNTIL YOU SAY YOU WILL! NOW, HOW ABOUT IT--?
OKAY, KID! IF YOU WANNA GET YOUR HEAD HANDED TO YOU, THAT'S YOUR BUSINESS!
I'LL BOOK YOU A MATCH! IT'S THE ONLY WAY I'LL GET YOU OFF MY BACK!
AND, DURING THE FIRST MINUTE OF THE FIRST ROUND...
THOK!
WELL, THAT TAKES CARE OF THAT!
EXIT
NEXT, JOE SMITH TRIES THE WRESTLING GAME-- WITH VERY SIMILAR RESULTS--!
HEY! YOU WUZN'T SUPPOSEDTA FALL OUTTA THE RING FER ANUDDER TEN MINUTES!
I--I MUST HAVE SLIPPED!
WOTTA BUM!

WRITTEN AND EDITED BY STAN LEE

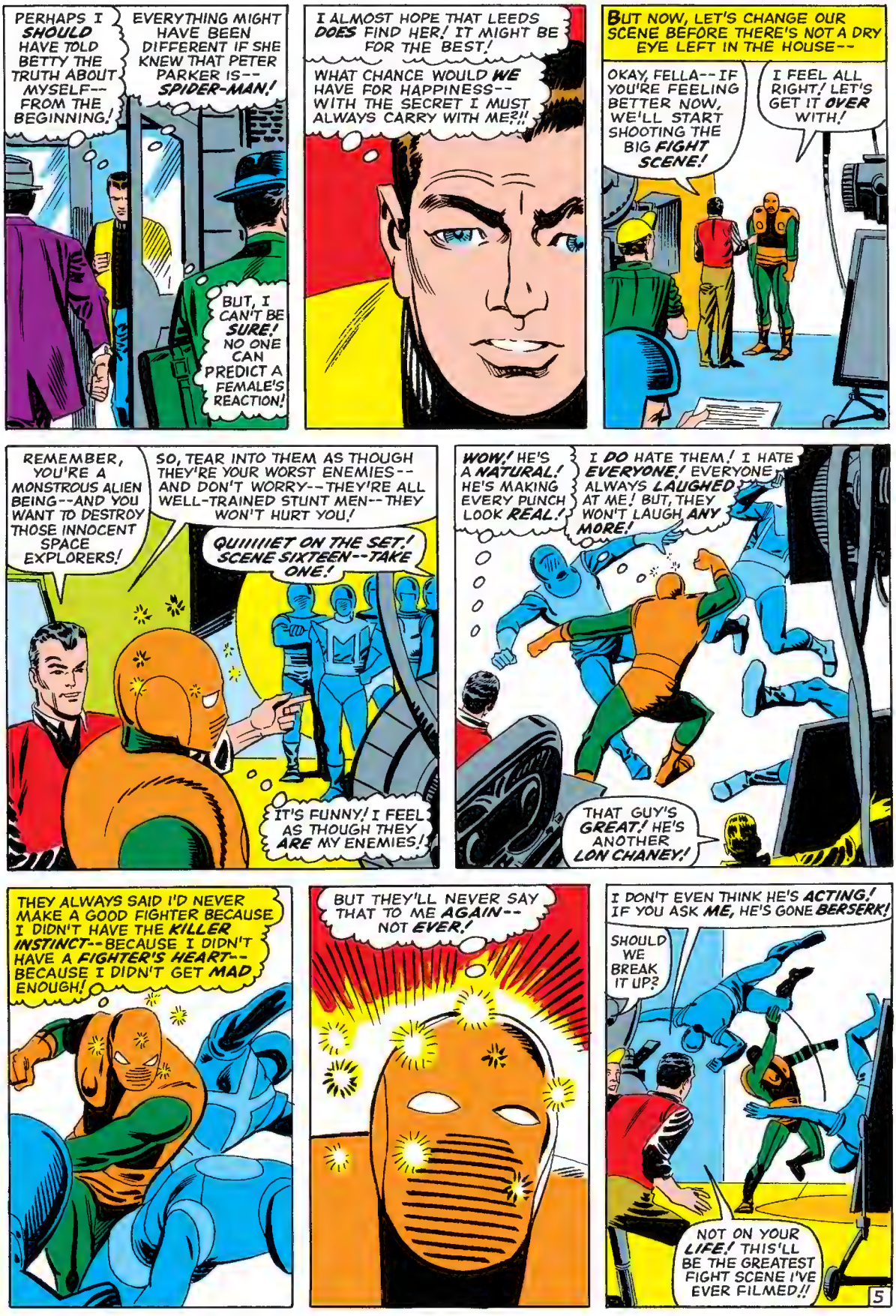
PLOTTED AND DRAWN BY STEVE DITKO

LETTERED, UNFETTERED BY ARTIE SIMEK

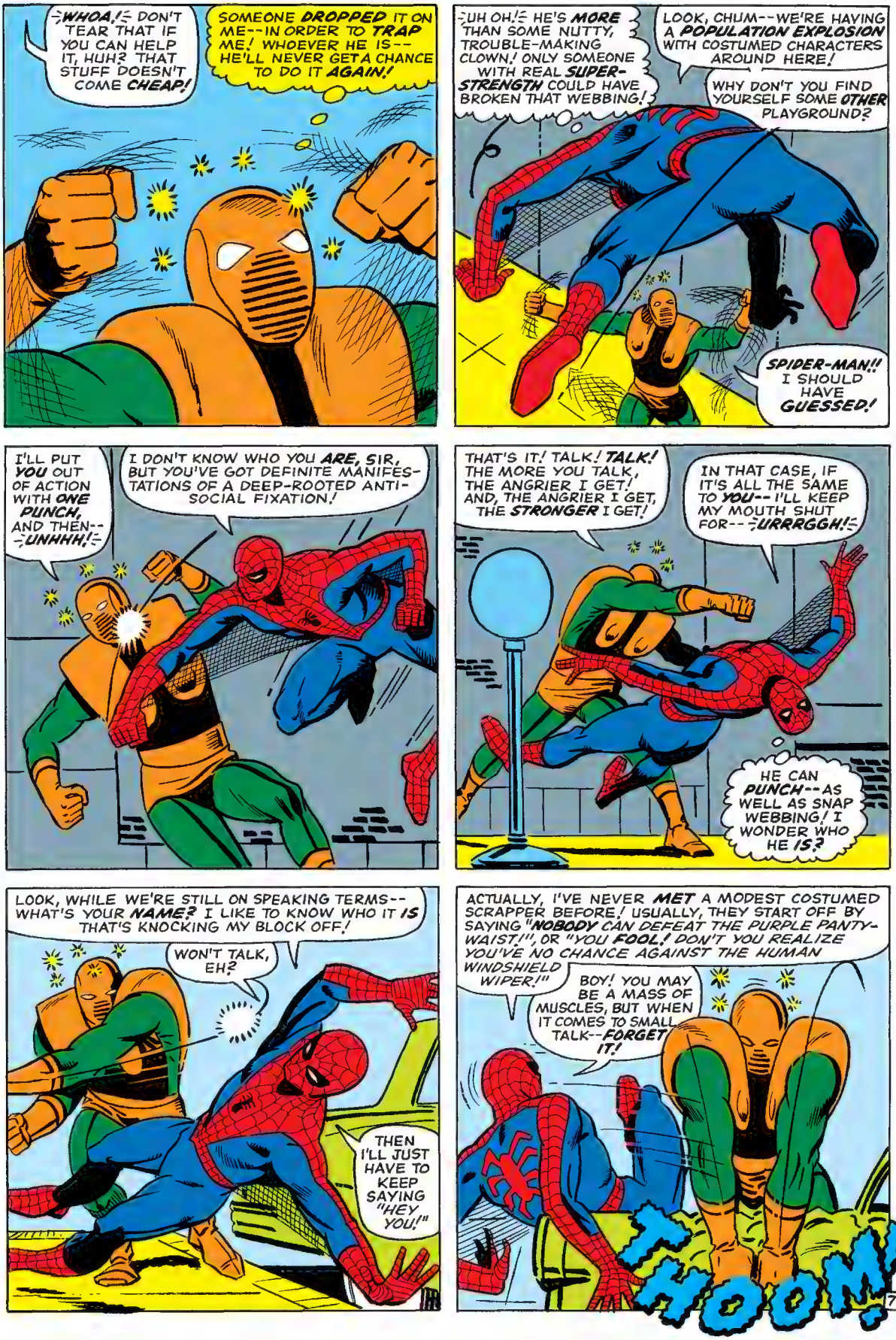

BUT, HIS MANAGER, TOMMY TOMKINS, FELT A TWINGE OF PITY FOR THE GAME JOE SMITH, AND SO...
LOOK, KID, THE FIGHT GAME JUST ISN'T FOR YOU! YOU'RE NOT TOUGH ENOUGH! YOU HAVEN'T A KILLER INSTINCT!
BUT I DID LAND YOU A JOB--AS A COSTUMED EXTRA IN A TV FANTASY FILM!
YOU TELL 'IM, TOMKINS! AS A FIGHTER, HE'S A GREAT ACTOR!
JOE SMITH --WOTTA CHUMP!
HEY, SLUGGER! WHEN ROCK HUDSON HEARS ABOUT YOU BECOMIN' AN ACTOR, HE'LL PROBABLY GIVE UP!
SMITH MAY BECOME A STAR! THEY'RE ALWAYS LOOKIN' FOR ANOTHER BELA LUGOSI!
DON'T LET 'EM RIDE YOU, KID! ANYTHING'S BETTER THAN WINDING UP PUNCHY!
AT LEAST, AS AN ACTOR, THAT WON'T HAPPEN TO YOU!
IF YA ASK ME-- HE'S PUNCHY ALREADY!
LET'S GO, JOE! THOSE LOUD-MOUTHS AREN'T HAPPY UNLESS THEY'RE KNOCKIN' SOMEONE! FORGET ABOUT 'EM!
HOW'D YOU EVER GET ME A JOB AS AN ACTOR, TOMMY?
WELL, IT AINT MUCH OF A ROLE! THEY JUST NEED A BIG GUY TO WEAR SOME KINDA NUTTY MONSTER COSTUME AND LOOK DANGEROUS!
EVEN A NOBODY LIKE ME CAN DO IT, HUH?
SOMETIME LATER, AT A BUSTLING MIDTOWN STUDIO...
I FEEL LIKE A FOOL IN THIS CRAZY GET-UP! WHAT DO I DO NOW?
IT'LL BE A CINCH, JOE! YOU DON'T EVEN HAVE TO SAY ANY-THING! THE DIRECTOR WILL SHOW YOU!
OKAY, WE'RE READY FOR THE MONSTER! WHERE IS HE? SOMEONE GET THAT BLAMED MONSTER IN HERE! C'MON--WE'VE GOT TO WRAP THIS UP TODAY!
OH, THERE YOU ARE! LOOK, HERE'S ALL YOU HAVE TO DO! JUST WALK UP TO THAT EQUIPMENT AND SMASH IT! AND GET IT RIGHT THE FIRST TIME!
REMEMBER, YOU'RE SUPPOSED TO BE SOME KIND OF ALIEN MONSTER, OUT ON A RAMPAGE! SO TRY TO LOOK EVIL--AND DEADLY--AND ALL THAT KINDA JAZZ!
OKAY, SCENE ELEVEN-- TAKE ONE!! ROLL 'EM!
QUIET ON THE SET!
HE'S DOING FINE! BUT, WHY NOT? ANY HALF-WIT COULD PLAY AN EASY PART LIKE THAT!
EVERYTHING'S MADE OF BALSA WOOD! A SIX-YEAR OLD KID COULD SMASH THIS STUFF WITH ONE HAND! IF ONLY IT WAS REAL--AND I REALLY WAS AS STRONG AS I'M PRETENDING TO BE!!
WHAP!
2

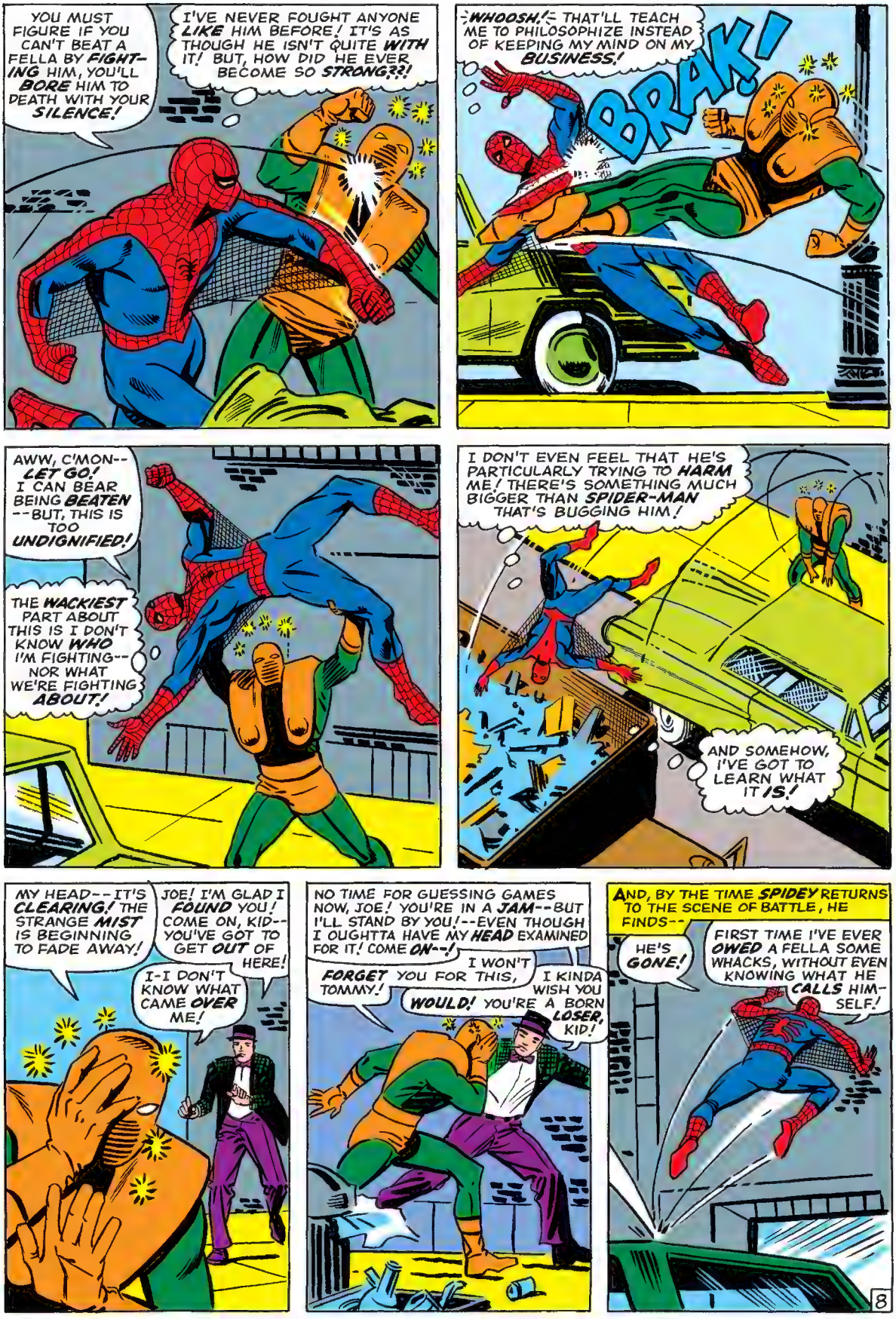

BUT, WHEN YOU'RE A "HARD-LUCK JOE", AS OUR HERO SEEMS TO BE, TROUBLE CAN POP UP ANY TIME--
LOOK OUT! THAT DEBRIS IS FLYING TOO NEAR THE ARC LIGHTS! UH OH--!
KLAK!
HEADS UP! IT'S FALLING IN A PUDDLE OF SPILLED CHEMICALS, FROM THE PREVIOUS SCENE!
WATCH IT! THOSE WIRES ARE STILL LIVE!
THUP!
SWITCH OFF THE CURRENT!! HURRY, MAN! THAT EXTRA IS GETTING THE FULL IMPACT OF THE SHOCK!!
UHHHHH--!
ZZZZZZZZZZZZ
OKAY! THE POWER'S OFF!
BUT LOOK AT THAT GUY! HE'S OUT COLD! SOMEBODY BETTER GET A DOCTOR!
NO! HE'S STARTING TO COME AROUND NOW! HE'LL BE OKAY! WE DOUSED THE CURRENT IN TIME!
WHA-WHAT'S HAPPENED?
TAKE IT EASY, JOE! YOU'LL BE OKAY! I GUESS YOU JUST WEREN'T CUT OUT TO BE AN ACTOR EITHER, KID!
I FEEL LIKE I BEEN KICKED BY A MULE! MY HEAD-- IT'S ACHING TO BEAT THE BAND!---I WAS BETTER OFF IN THE RING!
WE'LL USE THAT SCENE! IT'LL BE SENSATIONAL! GOOD WORK, WHATEVER YOUR NAME IS!
THEN, A FEW MINUTES LATER...
I STILL FEEL KINDA STRANGE! NOTHING HURTS ME, BUT I FEEL SORT OF--- DIFFERENT!
WELL, ANY CHANGE'LL BE AN IMPROVEMENT! JUST REST UP FOR A WHILE!
AND NOW, WHILE JOE SMITH IS RESTING, WE JUST REMEMBERED THAT YOU MIGHT ALSO BE INTERESTED IN THE ACTIVITIES OF PETER PARKER--
HOLY SMOKE! HAS OLD JAMESON GOT ANOTHER NEW SECRETARY? SHE MUST BE THE THIRD THIS WEEK!
I QUIT! I WON'T WORK FOR THAT OLD SKINFLINT ANOTHER SECOND!
--AND TODAY'S ONLY TUESDAY!
NO WONDER HE CAN'T KEEP A SECRETARY! A MAN WITH A TEMPER LIKE HIS OUGHT TO BE IN A CAGE!
SOMETHING TELLS ME I PICKED A BAD TIME TO COME TO THE DAILY BUGLE TO ASK JOLLY JONAH WHY HE HASN'T SENT ME MY CHECK YET FOR THE NEWS PHOTOS I SOLD HIM LAST MONTH!
OH WELL...

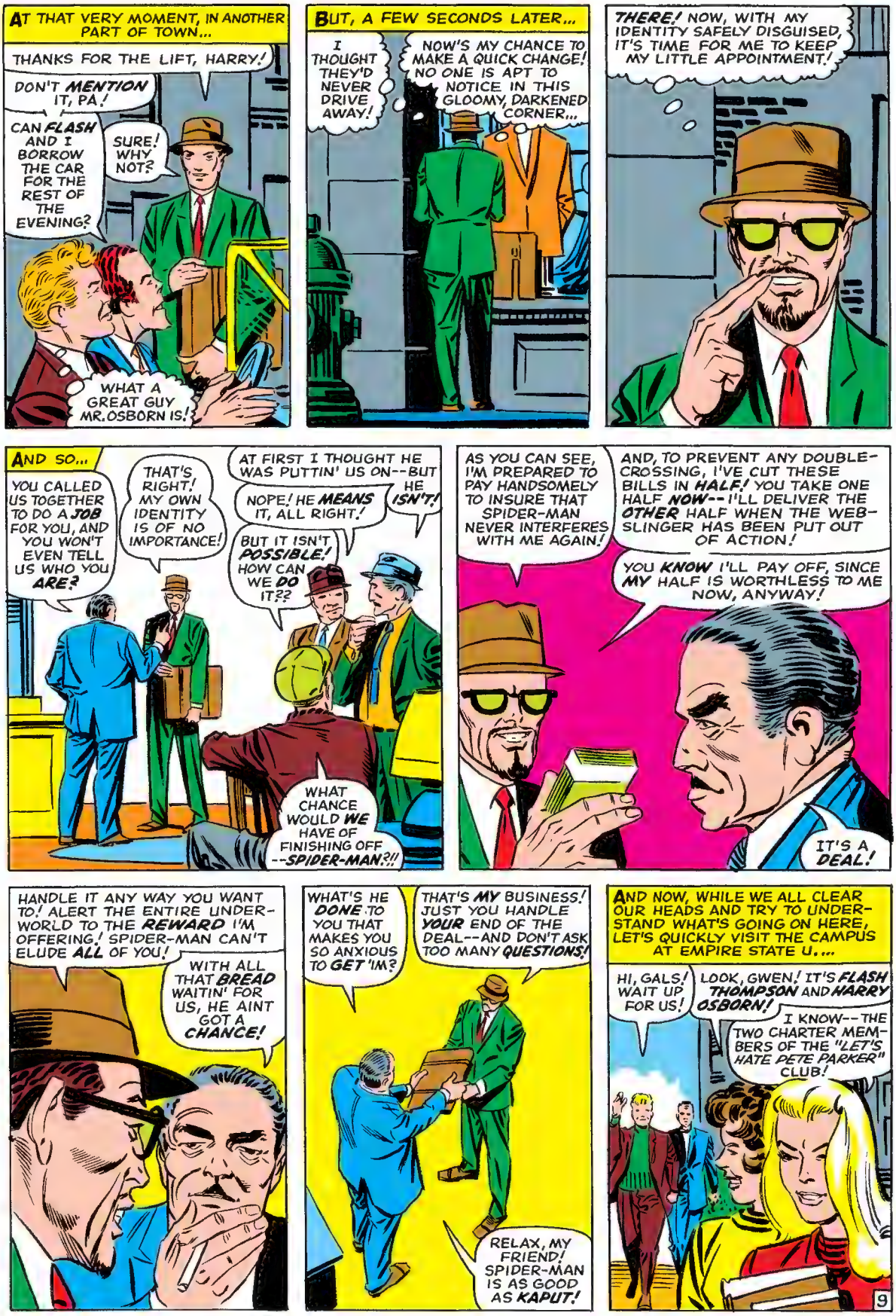
HOLD IT, THERE, PARKER! HOLLLLD IT!
IT'S YOUR FAULT THAT BETTY BRANT QUIT HER JOB HERE--THE BEST SECRETARY I EVER HAD!
IT WAS BECAUSE YOU HAD SOME KIND OF ARGUMENT WITH HER!
DARN IT! I SHOULD HAVE LEFT A FEW SECONDS SOONER!
I HAVEN'T BEEN ABLE TO FIND ONE GOOD SECRETARY SINCE SHE WALKED OUT OF HERE! THEY ALL WANT COFFEE BREAKS--PENSION FUNDS--PROFIT SHARING--!
SORRY, MR. JAMESON--I CAN'T STOP TO TALK NOW! BUT, I'LL COME BY AGAIN SOME TIME--HONEST!
YOU FINKY KID! IF BETTY BRANT DOESN'T COME BACK, I'LL--I'LL--AWW--GET OUT OF HERE!
WHEW! HE'S ABOUT AS CHEERFUL AS--SAY! THAT'S NED LEEDS!
HELLO THERE, PARKER! HOW ARE YOU?
I THOUGHT BETTY HAD ELOPED WITH HIM TO CALIFORNIA! WHAT'S HE DOING BACK?
I GUESS I'LL LIVE!
TELL ME, HOW'S BETTY GETTING ALONG?
HAVE YOU BEEN SEEING MUCH OF BETTY? HOW IS SHE?
OH! I THOUGHT--!!
NO SENSE KEEPING IT FROM YOU--I ASKED HER TO MARRY ME! SHE WANTED TO SEE YOU BEFORE SHE'D GIVE ME AN ANSWER!
THEN, I HAD TO DASH TO CALIFORNIA ON BUSINESS, BEFORE I COULD SEE HER AGAIN! NOW, I RETURN TO FIND SHE'S GONE!! I WANT TO KNOW WHY?
THEN YOU'D BETTER ASK HER!
DON'T GIVE ME ANY OF YOUR LIP, PARKER! I NEVER DID LIKE YOU, AND I DON'T LIKE YOU NOW!
GET YOUR HAND OFF MY JACKET, ROMEO! I'M NOT INTERESTED IN BETTY BRANT! IF YOU CAN FIND HER AND MARRY HER, BE MY GUEST!
DID YOU MAKE BETTY QUIT HER JOB --AND WHERE IS SHE?
I THINK YOU KNOW MORE THAN YOU'RE TELLING, AND I'M GONNA--
LEEDS! LET GO OF HIM! YOU'RE A REPORTER, NOT THE VILLAGE BOUNCER!
AND YOU, PARKER--USE SOME OF THAT ENERGY TAKING PICTURES FOR THE BUGLE FROM NOW ON!
YOU HAVEN'T HEARD THE LAST OF ME, PARKER! I'LL FIND BETTY, AND LEARN WHAT HAPPENED WHEN I WAS GONE!
OKAY, PUT ON YOUR LITTLE SHERLOCK CAP AND START LOOKING! I'VE GOT THINGS TO DO!
SO BETTY DIDN'T ELOPE WITH HIM! THEN, WHERE DID SHE GO AFTER WE DECIDED TO CALL IT QUITS? THE POOR KID--I HOPE SHE'S ALL RIGHT!
HOW CAN YOU BE SO COLD--SO UNCARING?? DOES BETTY MEAN NOTHING TO YOU?
AWW, SHUDDUP!
4


PERHAPS I SHOULD HAVE TOLD BETTY THE TRUTH ABOUT MYSELF--FROM THE BEGINNING!
EVERYTHING MIGHT HAVE BEEN DIFFERENT IF SHE KNEW THAT PETER PARKER IS--SPIDER-MAN!
BUT, I CAN'T BE SURE! NO ONE CAN PREDICT A FEMALE'S REACTION!
I ALMOST HOPE THAT LEEDS DOES FIND HER! IT MIGHT BE FOR THE BEST!
WHAT CHANCE WOULD WE HAVE FOR HAPPINESS--WITH THE SECRET I MUST ALWAYS CARRY WITH ME?!!
BUT NOW, LET'S CHANGE OUR SCENE BEFORE THERE'S NOT A DRY EYE LEFT IN THE HOUSE--
OKAY, FELLA--IF YOU'RE FEELING BETTER NOW, WE'LL START SHOOTING THE BIG FIGHT SCENE!
I FEEL ALL RIGHT! LET'S GET IT OVER WITH!
REMEMBER, YOU'RE A MONSTROUS ALIEN BEING--AND YOU WANT TO DESTROY THOSE INNOCENT SPACE EXPLORERS!
SO, TEAR INTO THEM AS THOUGH THEY'RE YOUR WORST ENEMIES--AND DON'T WORRY--THEY'RE ALL WELL-TRAINED STUNT MEN--THEY WON'T HURT YOU!
QUIIIIET ON THE SET! SCENE SIXTEEN--TAKE ONE!
IT'S FUNNY! I FEEL AS THOUGH THEY ARE MY ENEMIES!
WOW! HE'S A NATURAL! HE'S MAKING EVERY PUNCH LOOK REAL!
I DO HATE THEM! I HATE EVERYONE! EVERYONE ALWAYS LAUGHED AT ME! BUT, THEY WON'T LAUGH ANY MORE!
THAT GUY'S GREAT! HE'S ANOTHER LON CHANEY!
THEY ALWAYS SAID I'D NEVER MAKE A GOOD FIGHTER BECAUSE I DIDN'T HAVE THE KILLER INSTINCT--BECAUSE I DIDN'T HAVE A FIGHTER'S HEART--BECAUSE I DIDN'T GET MAD ENOUGH!
BUT THEY'LL NEVER SAY THAT TO ME AGAIN--NOT EVER!
I DON'T EVEN THINK HE'S ACTING! IF YOU ASK ME, HE'S GONE BERSERK!
SHOULD WE BREAK IT UP?
NOT ON YOUR LIFE! THIS'LL BE THE GREATEST FIGHT SCENE I'VE EVER FILMED!!
5

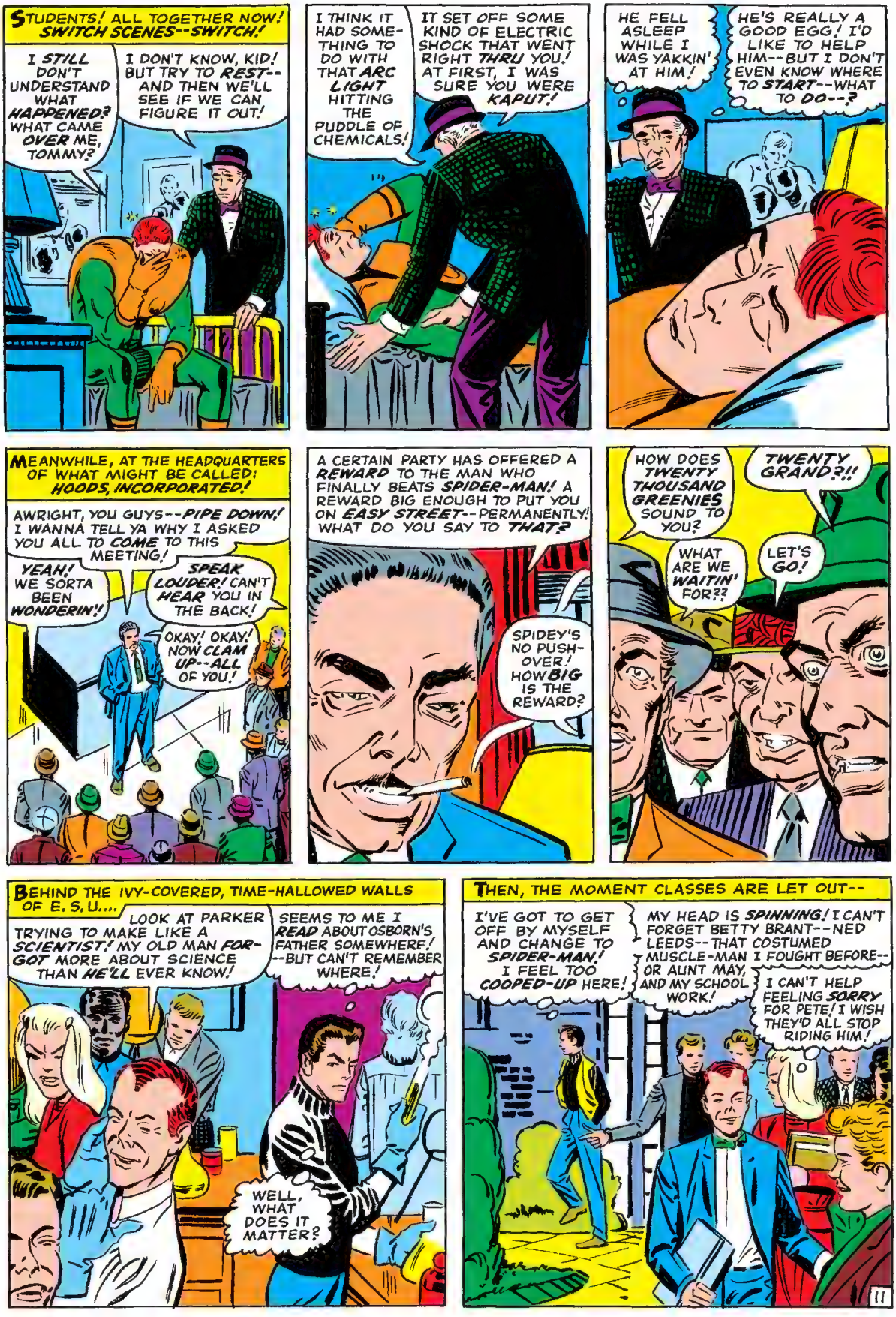
BUT THEN, MINUTES LATER--
WAIT! COME BACK! OUR CAMERAS AREN'T SET UP TO TAKE PICTURES IN THE STREET!
CAMERAS? WHO CARES ABOUT CAMERAS ?!!
CRAKK!
ALL I WANT TO DO IS STRIKE BACK AT EVERYBODY!! MAKE THEM ALL SORRY THEY LAUGHED AT ME!! I'LL SHOW THEM! I'LL SHOW THEM ALL!
BEFORE I'M DONE--THEY'LL REALIZE THAT JOE SMITH IS SOMEBODY!! BUT--I DON'T GET IT! I DON'T UNDERSTAND--!
WHERE DID ALL THIS STRENGTH COME FROM?? HOW COME I CAN LIFT A COUPLE OF CARS SO EASILY??
AND, WALKING DOWN THAT VERY STREET, WE FIND--
OF COURSE, BEING A REPORTER, THERE'S A GOOD CHANCE THAT NED LEEDS MIGHT BE ABLE TO LOCATE BETTY--!
WATCH IT, FELLA! DON'T WALK IN THAT DIRECTION!
RUN! THE STREET ISN'T SAFE WITH THAT COSTUMED POWERHOUSE BACK THERE!
SHE'S SO ALONE! NO FAMILY--NO FRIENDS! IF ONLY I KNEW SHE WAS OKAY! WHAT IF SHE NEEDS SOMETHING?
IF--IF ANYTHING'S WRONG--I'LL ALWAYS FEEL IT WAS MY FAULT!
THOK!
BIK!
SAY! WHAT'S GOING ON HERE?
WOW! I DON'T KNOW WHO THAT IS--BUT I GUESS IT'S WEB-SPINNING TIME!!
IT LOOKS LIKE SOME REFUGEE FROM A HALLOWEEN PARTY RUNNING AMOK!
I'D BETTER SLOW HIM DOWN WITH SOME WEBBING UNTIL I LEARN WHO--AND WHAT--HE IS!
GERONIMO!! RIGHT ON TARGET!
SOMETHING DROPPED ON ME--!
SOME KIND OF THIN, STICKY THREAD!!
6

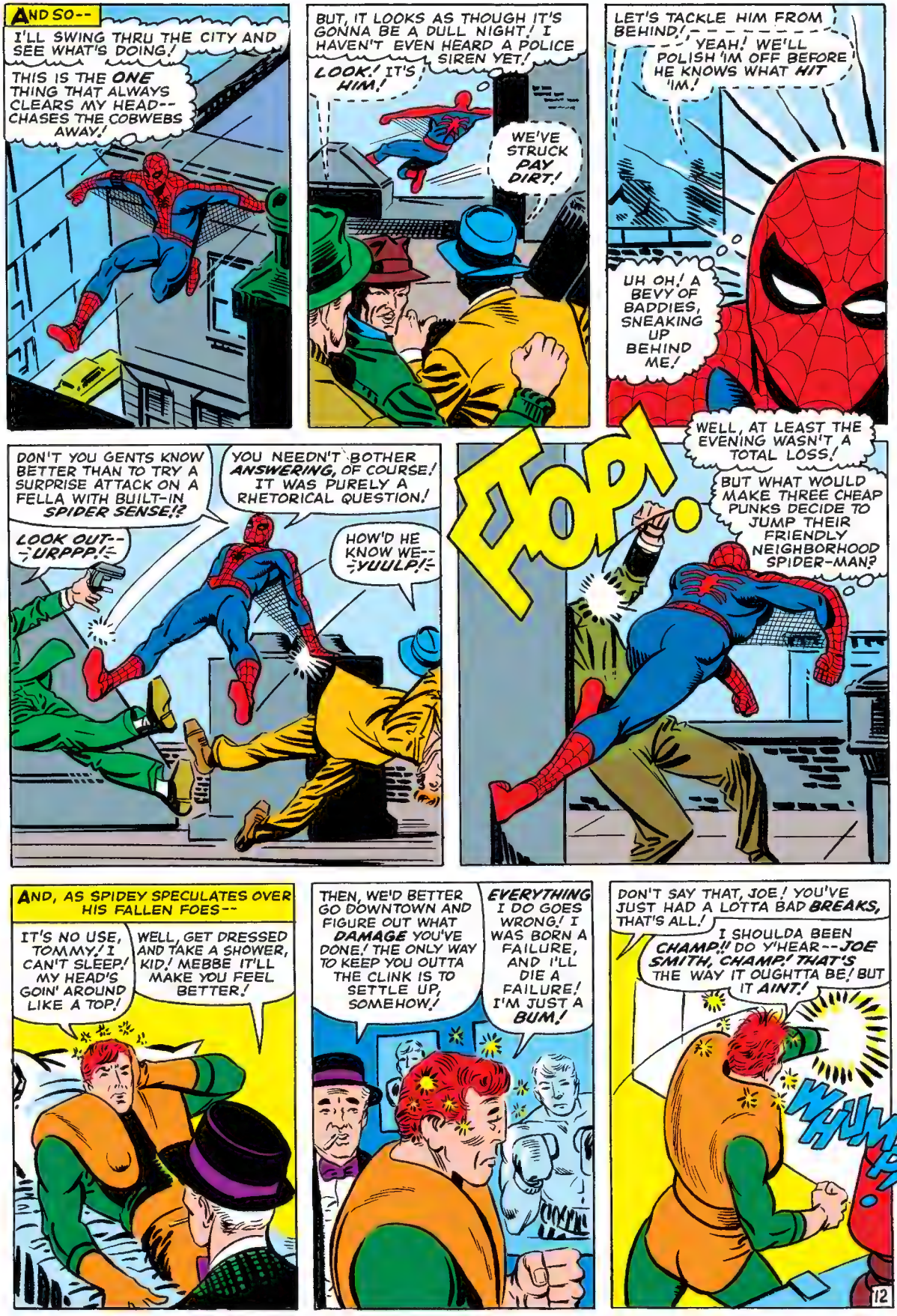

-WHOA!- DON'T TEAR THAT IF YOU CAN HELP IT, HUH? THAT STUFF DOESN'T COME CHEAP!
SOMEONE DROPPED IT ON ME--IN ORDER TO TRAP ME! WHOEVER HE IS--HE'LL NEVER GET A CHANCE TO DO IT AGAIN!
-UH OH!- HE'S MORE THAN SOME NUTTY, TROUBLE-MAKING CLOWN! ONLY SOMEONE WITH REAL SUPER-STRENGTH COULD HAVE BROKEN THAT WEBBING!
LOOK, CHUM--WE'RE HAVING A POPULATION EXPLOSION WITH COSTUMED CHARACTERS AROUND HERE!
WHY DON'T YOU FIND YOURSELF SOME OTHER PLAYGROUND?
SPIDER-MAN!! I SHOULD HAVE GUESSED!
I'LL PUT YOU OUT OF ACTION WITH ONE PUNCH, AND THEN--
-UNHHH!-
I DON'T KNOW WHO YOU ARE, SIR, BUT YOU'VE GOT DEFINITE MANIFESTATIONS OF A DEEP-ROOTED ANTI-SOCIAL FIXATION!
THAT'S IT! TALK! TALK! THE MORE YOU TALK, THE ANGRIER I GET! AND, THE ANGRIER I GET, THE STRONGER I GET!
IN THAT CASE, IF IT'S ALL THE SAME TO YOU--I'LL KEEP MY MOUTH SHUT FOR--
-URRRGGH!-
HE CAN PUNCH--AS WELL AS SNAP WEBBING! I WONDER WHO HE IS?
LOOK, WHILE WE'RE STILL ON SPEAKING TERMS--WHAT'S YOUR NAME? I LIKE TO KNOW WHO IT IS THAT'S KNOCKING MY BLOCK OFF!
WON'T TALK, EH?
THEN I'LL JUST HAVE TO KEEP SAYING "HEY YOU!"
ACTUALLY, I'VE NEVER MET A MODEST COSTUMED SCRAPPER BEFORE! USUALLY, THEY START OFF BY SAYING "NOBODY CAN DEFEAT THE PURPLE PANTY-WAIST!", OR "YOU FOOL! DON'T YOU REALIZE YOU'VE NO CHANCE AGAINST THE HUMAN WINDSHIELD WIPER!"
BOY! YOU MAY BE A MASS OF MUSCLES, BUT WHEN IT COMES TO SMALL TALK--FORGET IT!
THOOM!
7


YOU MUST FIGURE IF YOU CAN'T BEAT A FELLA BY FIGHTING HIM, YOU'LL BORE HIM TO DEATH WITH YOUR SILENCE!
I'VE NEVER FOUGHT ANYONE LIKE HIM BEFORE! IT'S AS THOUGH HE ISN'T QUITE WITH IT! BUT, HOW DID HE EVER BECOME SO STRONG?!?!
WHOOSH! THAT'LL TEACH ME TO PHILOSOPHIZE INSTEAD OF KEEPING MY MIND ON MY BUSINESS!
BRAK!
AWW, C'MON-- LET GO! I CAN BEAR BEING BEATEN --BUT, THIS IS TOO UNDIGNIFIED!
THE WACKIEST PART ABOUT THIS IS I DON'T KNOW WHO I'M FIGHTING-- NOR WHAT WE'RE FIGHTING ABOUT!
I DON'T EVEN FEEL THAT HE'S PARTICULARLY TRYING TO HARM ME! THERE'S SOMETHING MUCH BIGGER THAN SPIDER-MAN THAT'S BUGGING HIM!
AND SOMEHOW, I'VE GOT TO LEARN WHAT IT IS!
MY HEAD--IT'S CLEARING! THE STRANGE MIST IS BEGINNING TO FADE AWAY!
JOE! I'M GLAD I FOUND YOU! COME ON, KID-- YOU'VE GOT TO GET OUT OF HERE!
I-I DON'T KNOW WHAT CAME OVER ME!
NO TIME FOR GUESSING GAMES NOW, JOE! YOU'RE IN A JAM--BUT I'LL STAND BY YOU!--EVEN THOUGH I OUGHTTA HAVE MY HEAD EXAMINED FOR IT! COME ON--!
I WON'T FORGET YOU FOR THIS, TOMMY!
I KINDA WISH YOU WOULD! YOU'RE A BORN LOSER, KID!
AND, BY THE TIME SPIDEY RETURNS TO THE SCENE OF BATTLE, HE FINDS--
HE'S GONE!
FIRST TIME I'VE EVER OWED A FELLA SOME WHACKS, WITHOUT EVEN KNOWING WHAT HE CALLS HIMSELF!

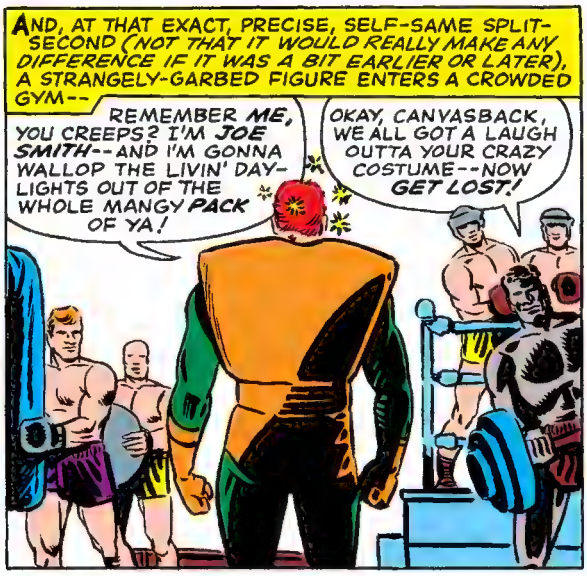

AT THAT VERY MOMENT, IN ANOTHER PART OF TOWN...
THANKS FOR THE LIFT, HARRY!
DON'T MENTION IT, PA!
CAN FLASH AND I BORROW THE CAR FOR THE REST OF THE EVENING?
SURE! WHY NOT?
WHAT A GREAT GUY MR. OSBORN IS!
BUT, A FEW SECONDS LATER...
I THOUGHT THEY'D NEVER DRIVE AWAY!
NOW'S MY CHANCE TO MAKE A QUICK CHANGE! NO ONE IS APT TO NOTICE IN THIS GLOOMY, DARKENED CORNER...
THERE! NOW, WITH MY IDENTITY SAFELY DISGUISED, IT'S TIME FOR ME TO KEEP MY LITTLE APPOINTMENT!
AND SO...
YOU CALLED US TOGETHER TO DO A JOB FOR YOU, AND YOU WON'T EVEN TELL US WHO YOU ARE?
THAT'S RIGHT! MY OWN IDENTITY IS OF NO IMPORTANCE!
AT FIRST I THOUGHT HE WAS PUTTIN' US ON--BUT HE ISN'T!
NOPE! HE MEANS IT, ALL RIGHT!
BUT IT ISN'T POSSIBLE! HOW CAN WE DO IT??
WHAT CHANCE WOULD WE HAVE OF FINISHING OFF --SPIDER-MAN?!!
AS YOU CAN SEE, I'M PREPARED TO PAY HANDSOMELY TO INSURE THAT SPIDER-MAN NEVER INTERFERES WITH ME AGAIN!
AND, TO PREVENT ANY DOUBLE-CROSSING, I'VE CUT THESE BILLS IN HALF! YOU TAKE ONE HALF NOW--I'LL DELIVER THE OTHER HALF WHEN THE WEB-SLINGER HAS BEEN PUT OUT OF ACTION!
YOU KNOW I'LL PAY OFF, SINCE MY HALF IS WORTHLESS TO ME NOW, ANYWAY!
IT'S A DEAL!
HANDLE IT ANY WAY YOU WANT TO! ALERT THE ENTIRE UNDERWORLD TO THE REWARD I'M OFFERING! SPIDER-MAN CAN'T ELUDE ALL OF YOU!
WITH ALL THAT BREAD WAITIN' FOR US, HE AINT GOT A CHANCE!
WHAT'S HE DONE TO YOU THAT MAKES YOU SO ANXIOUS TO GET 'IM?
THAT'S MY BUSINESS! JUST YOU HANDLE YOUR END OF THE DEAL--AND DON'T ASK TOO MANY QUESTIONS!
RELAX, MY FRIEND! SPIDER-MAN IS AS GOOD AS KAPUT!
AND NOW, WHILE WE ALL CLEAR OUR HEADS AND TRY TO UNDERSTAND WHAT'S GOING ON HERE, LET'S QUICKLY VISIT THE CAMPUS AT EMPIRE STATE U....
HI, GALS! WAIT UP FOR US!
LOOK, GWEN! IT'S FLASH THOMPSON AND HARRY OSBORN!
I KNOW--THE TWO CHARTER MEMBERS OF THE "LET'S HATE PETE PARKER" CLUB!
9

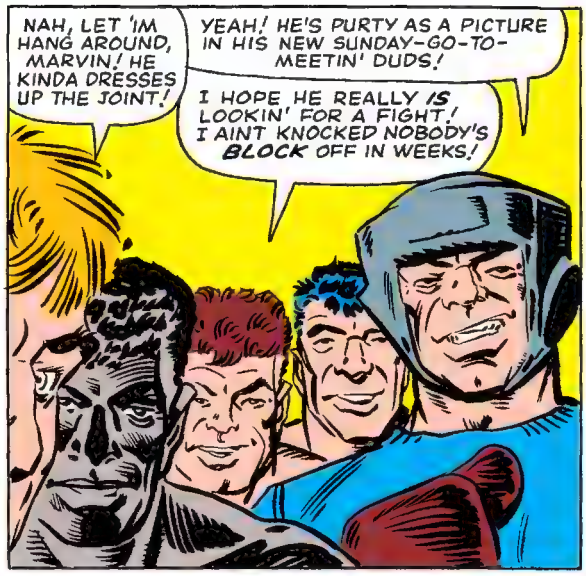
WHILE, JUST A STONE'S THROW AWAY...
ANOTHER STUDENT PROTEST! WHAT ARE THEY AFTER THIS TIME?
DIDN'T YOU HEAR? THEY'RE PROTESTING TONIGHT'S PROTEST MEETING!
IT FIGGERS!
HEY, PARKER! NOT SO FAST! WE CAN USE ANOTHER MAN TO CARRY A SIGN! C'MON, JOIN IN THE PROTEST MARCH!
NOT ME! I HAVEN'T GOT TIME! BESIDES, I'VE NOTHING TO PROTEST ABOUT!
NOTHING TO PROTEST ABOUT?? WHAT ARE YOU--SOME KINDA RELIGIOUS FANATIC, OR SOMETHIN'?
WHAT'SMATTER WITH YOU? AREN'T YOU INTERESTED IN SAVING THE WORLD??
ANYWAY, IT'S AN EXCUSE TO CUT CLASSES!
--AND MAYBE YOU'LL GET YOUR PICTURE IN NEWSWEEK!
SAY! LOOK WHO'S OVER THERE WITH THE MARCHERS!
IT'S THAT LIGHT-WEIGHT, PETER PARKER! WOULDN'TCHA KNOW IT?
HE'S NOT WITH THEM! LOOK--HE'S LEAVING!
C'MON, PARKER--IF YOU JOIN OUR PROTEST MEETING, WE'LL JOIN ONE OF YOURS SOME TIME!
SURE! AND, IF YOU'VE NOTHING TO PROTEST, DON'T WORRY ABOUT IT! THAT WON'T STOP US!
FORGET IT!
AWW--YOUR COUSIN LIKES LAWRENCE WELK!
GOWAN BACK TO SQUARESVILLE, YOU ROSY-CHEEKED REACTIONARY!
I'D BETTER CUT OUT, BEFORE I GIVE THEM SOMETHING TO PROTEST ABOUT!
JUST AS I THOUGHT, PARKER--YOU'RE EVEN TOO PUNY TO CARRY A SIGN, HUH?
NO MATTER WHAT FLASH SAYS TO ME, IT'S HARD TO GET MAD AT HIM! EVEN THOUGH HE HAS NO USE FOR PETER PARKER, HE'S ONE OF SPIDER-MAN'S MOST LOYAL FANS!
DON'T YOU EVER LOSE YOUR TEMPER, MOP TOP?
SURE! BUT NOT WHEN A BIG ZERO LIKE YOU TRIES TO GOAD ME!
I DON'T GET IT, FLASH! WHY DIDN'T YOU TAKE A POKE AT HIM? I WOULD HAVE!
WELL, HE'S STILL THERE! GO ON--BE MY GUEST!
AWW--I'D BE AFRAID OF HURTING HIM!
NO MATTER WHAT THE OTHERS SAY, THERE'S SOMETHING SO STRONG--SO PROUD ABOUT PETER PARKER--!

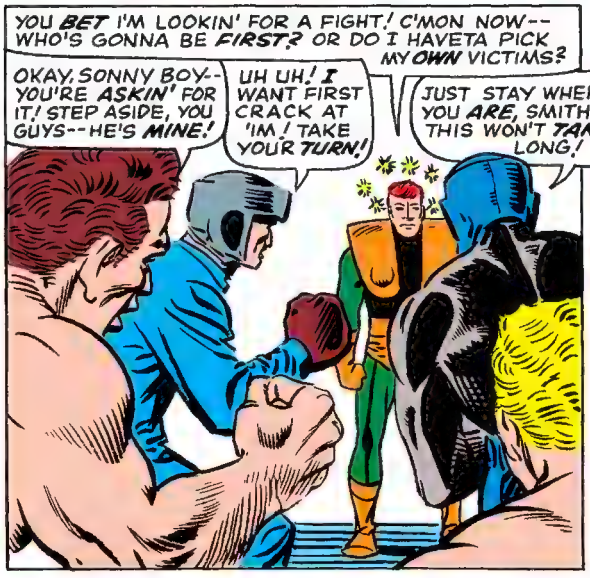

STUDENTS! ALL TOGETHER NOW! SWITCH SCENES--SWITCH!
I STILL DON'T UNDERSTAND WHAT HAPPENED? WHAT CAME OVER ME, TOMMY?
I DON'T KNOW, KID! BUT TRY TO REST-- AND THEN WE'LL SEE IF WE CAN FIGURE IT OUT!
I THINK IT HAD SOMETHING TO DO WITH THAT ARC LIGHT HITTING THE PUDDLE OF CHEMICALS!
IT SET OFF SOME KIND OF ELECTRIC SHOCK THAT WENT RIGHT THRU YOU! AT FIRST, I WAS SURE YOU WERE KAPUT!
HE FELL ASLEEP WHILE I WAS YAKKIN' AT HIM!
HE'S REALLY A GOOD EGG! I'D LIKE TO HELP HIM--BUT I DON'T EVEN KNOW WHERE TO START--WHAT TO DO--?
MEANWHILE, AT THE HEADQUARTERS OF WHAT MIGHT BE CALLED: HOODS, INCORPORATED!
AWRIGHT, YOU GUYS--PIPE DOWN! I WANNA TELL YA WHY I ASKED YOU ALL TO COME TO THIS MEETING!
YEAH! WE SORTA BEEN WONDERIN'!
SPEAK LOUDER! CAN'T HEAR YOU IN THE BACK!
OKAY! OKAY! NOW CLAM UP--ALL OF YOU!
A CERTAIN PARTY HAS OFFERED A REWARD TO THE MAN WHO FINALLY BEATS SPIDER-MAN! A REWARD BIG ENOUGH TO PUT YOU ON EASY STREET--PERMANENTLY! WHAT DO YOU SAY TO THAT?
SPIDEY'S NO PUSH-OVER! HOW BIG IS THE REWARD?
HOW DOES TWENTY THOUSAND GREENIES SOUND TO YOU?
TWENTY GRAND?!!
WHAT ARE WE WAITIN' FOR??
LET'S GO!
BEHIND THE IVY-COVERED, TIME-HALLOWED WALLS OF E. S. U....
LOOK AT PARKER TRYING TO MAKE LIKE A SCIENTIST! MY OLD MAN FORGOT MORE ABOUT SCIENCE THAN HE'LL EVER KNOW!
SEEMS TO ME I READ ABOUT OSBORN'S FATHER SOMEWHERE! --BUT CAN'T REMEMBER WHERE!
WELL, WHAT DOES IT MATTER?
THEN, THE MOMENT CLASSES ARE LET OUT--
I'VE GOT TO GET OFF BY MYSELF AND CHANGE TO SPIDER-MAN! I FEEL TOO COOPED-UP HERE!
MY HEAD IS SPINNING! I CAN'T FORGET BETTY BRANT--NED LEEDS--THAT COSTUMED MUSCLE-MAN I FOUGHT BEFORE-- OR AUNT MAY, AND MY SCHOOL WORK!
I CAN'T HELP FEELING SORRY FOR PETE! I WISH THEY'D ALL STOP RIDING HIM!

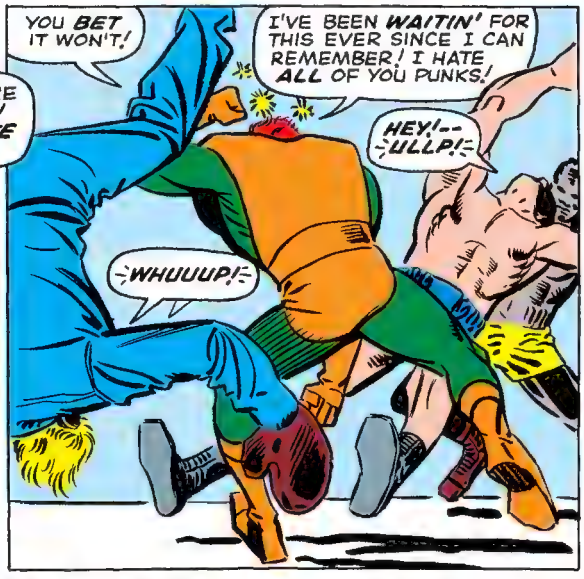

AND SO--
I'LL SWING THRU THE CITY AND SEE WHAT'S DOING!
THIS IS THE ONE THING THAT ALWAYS CLEARS MY HEAD--CHASES THE COBWEBS AWAY!
BUT, IT LOOKS AS THOUGH IT'S GONNA BE A DULL NIGHT! I HAVEN'T EVEN HEARD A POLICE SIREN YET!
LOOK! IT'S HIM!
WE'VE STRUCK PAY DIRT!
LET'S TACKLE HIM FROM BEHIND!
YEAH! WE'LL POLISH 'IM OFF BEFORE HE KNOWS WHAT HIT 'IM!
UH OH! A BEVY OF BADDIES, SNEAKING UP BEHIND ME!
DON'T YOU GENTS KNOW BETTER THAN TO TRY A SURPRISE ATTACK ON A FELLA WITH BUILT-IN SPIDER SENSE!?
YOU NEEDN'T BOTHER ANSWERING, OF COURSE! IT WAS PURELY A RHETORICAL QUESTION!
LOOK OUT--URPPP!
HOW'D HE KNOW WE--YUULP!
FOP!
WELL, AT LEAST THE EVENING WASN'T A TOTAL LOSS!
BUT WHAT WOULD MAKE THREE CHEAP PUNKS DECIDE TO JUMP THEIR FRIENDLY NEIGHBORHOOD SPIDER-MAN?
AND, AS SPIDEY SPECULATES OVER HIS FALLEN FOES--
IT'S NO USE, TOMMY! I CAN'T SLEEP! MY HEAD'S GOIN' AROUND LIKE A TOP!
WELL, GET DRESSED AND TAKE A SHOWER, KID! MEBBE IT'LL MAKE YOU FEEL BETTER!
THEN, WE'D BETTER GO DOWNTOWN AND FIGURE OUT WHAT DAMAGE YOU'VE DONE! THE ONLY WAY TO KEEP YOU OUTTA THE CLINK IS TO SETTLE UP, SOMEHOW!
EVERYTHING I DO GOES WRONG! I WAS BORN A FAILURE, AND I'LL DIE A FAILURE! I'M JUST A BUM!
DON'T SAY THAT, JOE! YOU'VE JUST HAD A LOTTA BAD BREAKS, THAT'S ALL!
I SHOULDA BEEN CHAMP!! DO Y'HEAR--JOE SMITH, CHAMP! THAT'S THE WAY IT OUGHTTA BE! BUT IT AINT!
KYUM-P!
12

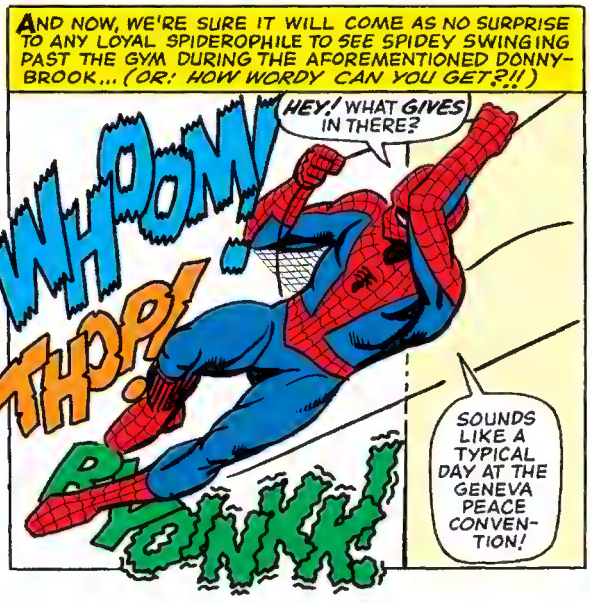
FOR THE LUVVA MIKE! YOU'RE JUST AS STRONG AS YOU WERE IN THE STREET BEFORE!
UH OH! SOMETHING'S HAPPENING TO HIM AGAIN! HE DON'T EVEN KNOW THAT I'M HERE!
I CAN STILL BE THE CHAMP! I'M BIG ENOUGH--AND STRONG ENOUGH--AND TOUGH ENOUGH!!
AND I HATE 'EM ALL! I STILL REMEMBER HOW EVERYONE LAUGHED AT ME! THEY SAID I DIDN'T HAVE A FIGHTER'S HEART!
WELL, I GOT IT NOW! AND I'LL PROVE IT--TO ALL OF 'EM!
NOW HOLD ON, KID! YOU CAN'T GO OUT AGAIN--NOT WHILE YOU'RE LIKE THIS! YOU'VE GOTTA CALM DOWN FIRST!
I'LL SHOW 'EM WHO'S A CHUMP! I'LL SHOW 'EM THE KINDA FIGHTER JOE SMITH IS!
I CAN'T STOP HIM! HE DOESN'T EVEN HEAR ME!
LISTEN, KID! I WON'T LET YOU DO IT! YOU'LL ONLY GET INTO MORE--UNNHHH!
NOBODY TELLS THE CHAMP WHAT TO DO!! NOBODY!
WHILE, IN A NEIGHBORING AREA, MORE FUN AND GAMES ARE NOW IN PROGRESS--
WHAT'S MADE ME THE TARGET FOR EVERY CHEAP HOOD AND GUNNIE IN TOWN LATELY?
IT'S LIKE SOMEBODY SUDDENLY DECLARED OPEN SEASON ON SPIDER-MEN!
I APPRECIATE THE FACT THAT YOU'VE ALL VOLUNTEERED TO SERVE AS MY SPARRING PARTNERS--
BUT I'D SURE LIKE TO KNOW WHY THE SUDDEN GENEROSITY?
WELL, I SUPPOSE YOU'LL TELL ME IN YOUR OWN GOOD TIME--AFTER YOU WAKE UP, THAT IS!
ALL DONE? HMMM--THEY DON'T SEEM TO BUILD TOUGH CROOKS LIKE THEY USED TO!

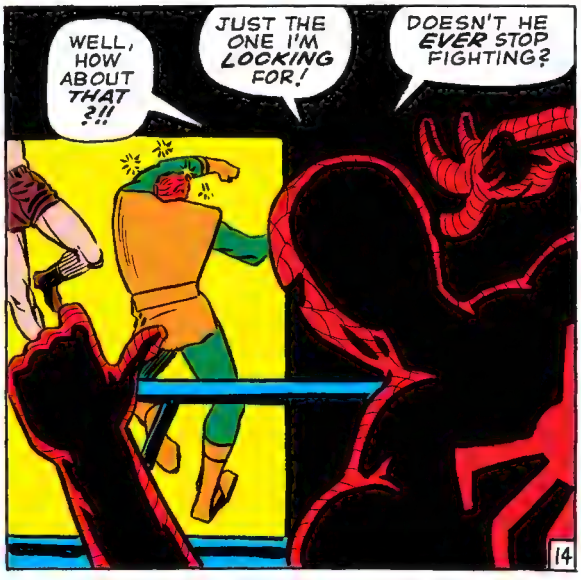

AND, AT THAT EXACT, PRECISE, SELF-SAME SPLIT-SECOND (NOT THAT IT WOULD REALLY MAKE ANY DIFFERENCE IF IT WAS A BIT EARLIER OR LATER), A STRANGELY-GARBED FIGURE ENTERS A CROWDED GYM--
REMEMBER ME, YOU CREEPS? I'M JOE SMITH--AND I'M GONNA WALLOP THE LIVIN' DAYLIGHTS OUT OF THE WHOLE MANGY PACK OF YA!
OKAY, CANVASBACK, WE ALL GOT A LAUGH OUTTA YOUR CRAZY COSTUME--NOW GET LOST!

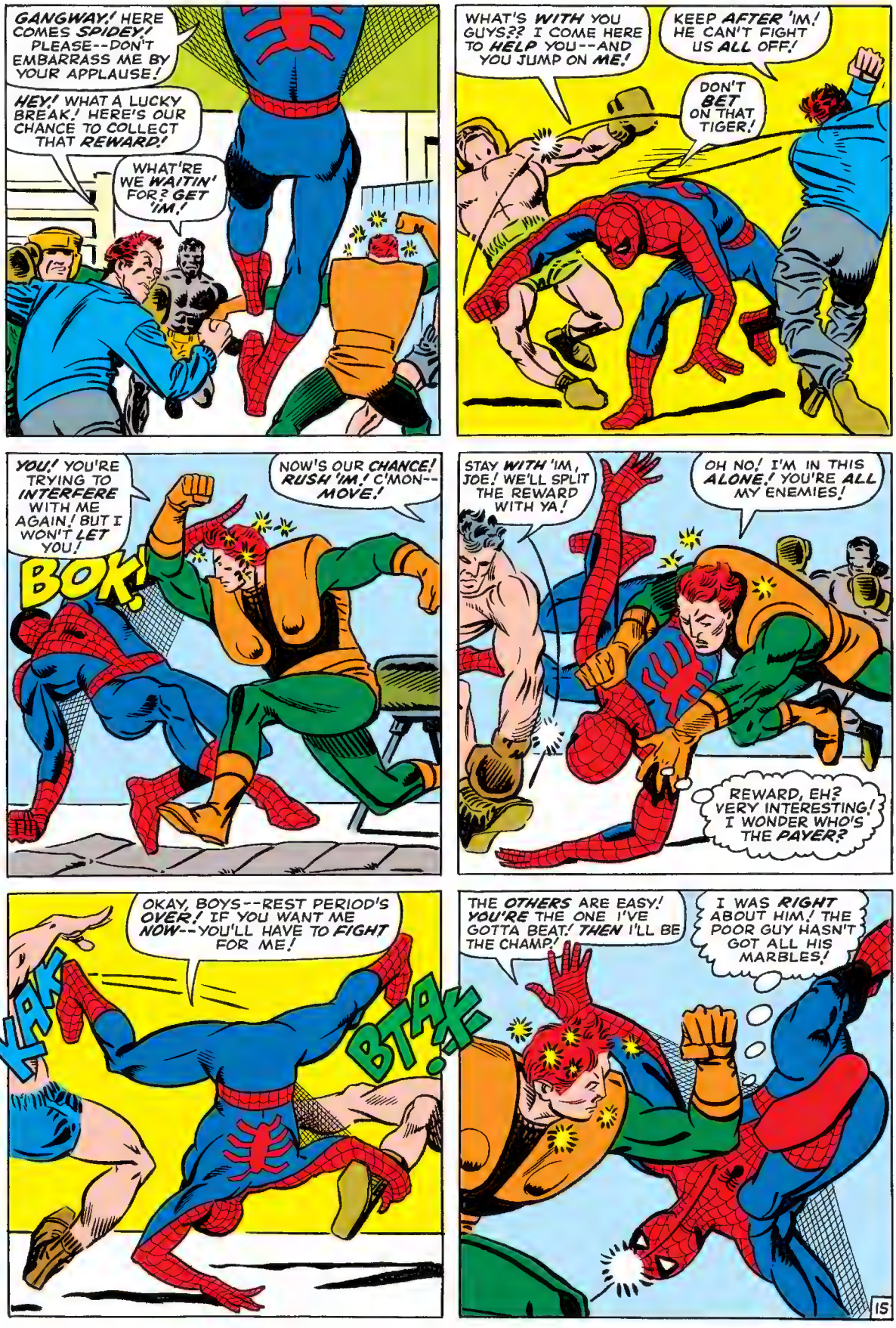

NAH, LET 'IM HANG AROUND, MARVIN! HE KINDA DRESSES UP THE JOINT!
YEAH! HE'S PURTY AS A PICTURE IN HIS NEW SUNDAY-GO-TO-MEETIN' DUDS!
I HOPE HE REALLY IS LOOKIN' FOR A FIGHT! I AINT KNOCKED NOBODY'S BLOCK OFF IN WEEKS!

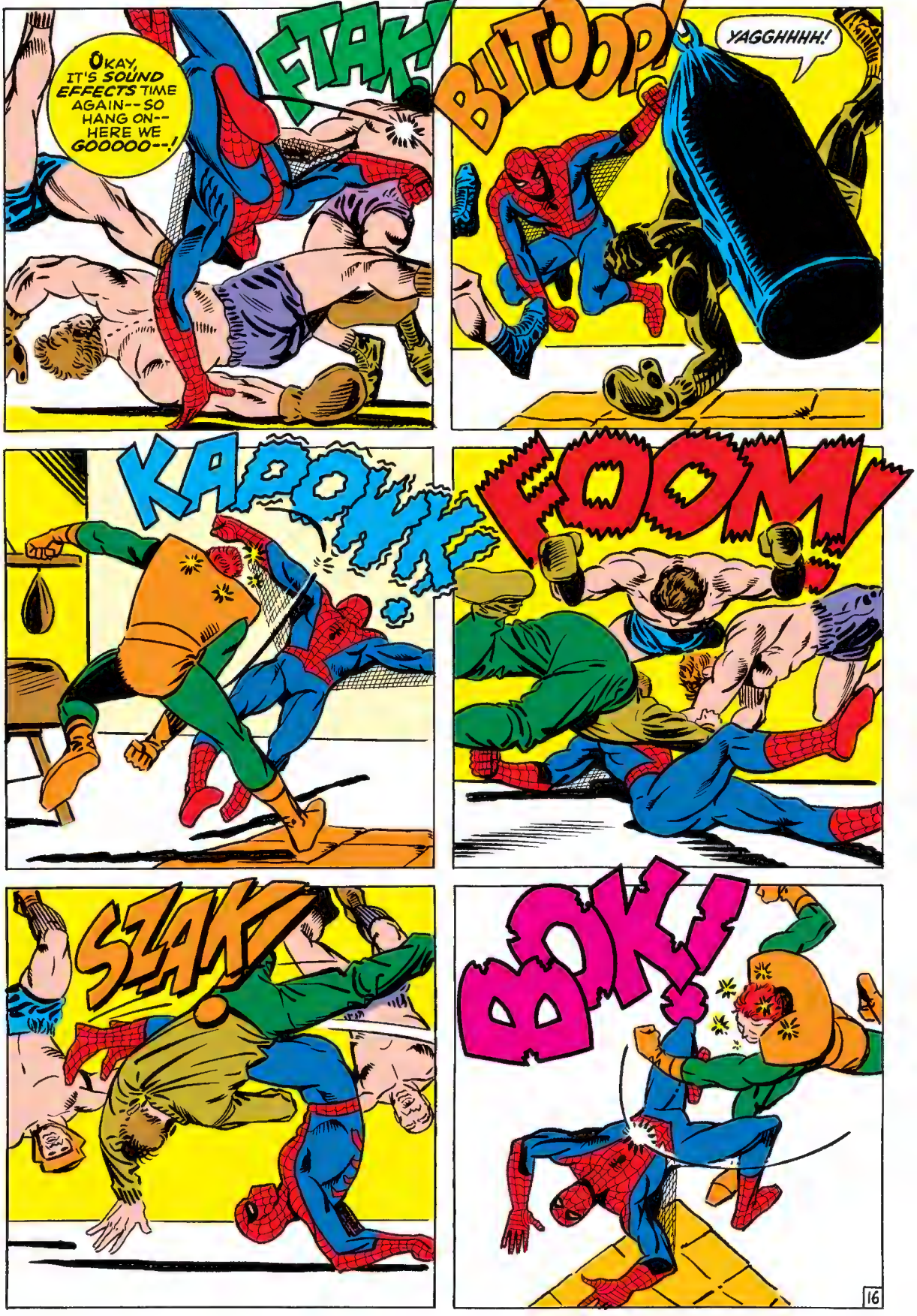

YOU BET I'M LOOKIN' FOR A FIGHT! C'MON NOW--WHO'S GONNA BE FIRST? OR DO I HAVETA PICK MY OWN VICTIMS?
OKAY, SONNY BOY--YOU'RE ASKIN' FOR IT! STEP ASIDE, YOU GUYS--HE'S MINE!
UH UH! I WANT FIRST CRACK AT 'IM! I TAKE YOUR TURN!
JUST STAY WHERE YOU ARE, SMITH! THIS WON'T TAKE LONG!


YOU BET IT WON'T!
I'VE BEEN WAITIN' FOR THIS EVER SINCE I CAN REMEMBER! I HATE ALL OF YOU PUNKS!
HEY!--ULLP!
WHUUUP!

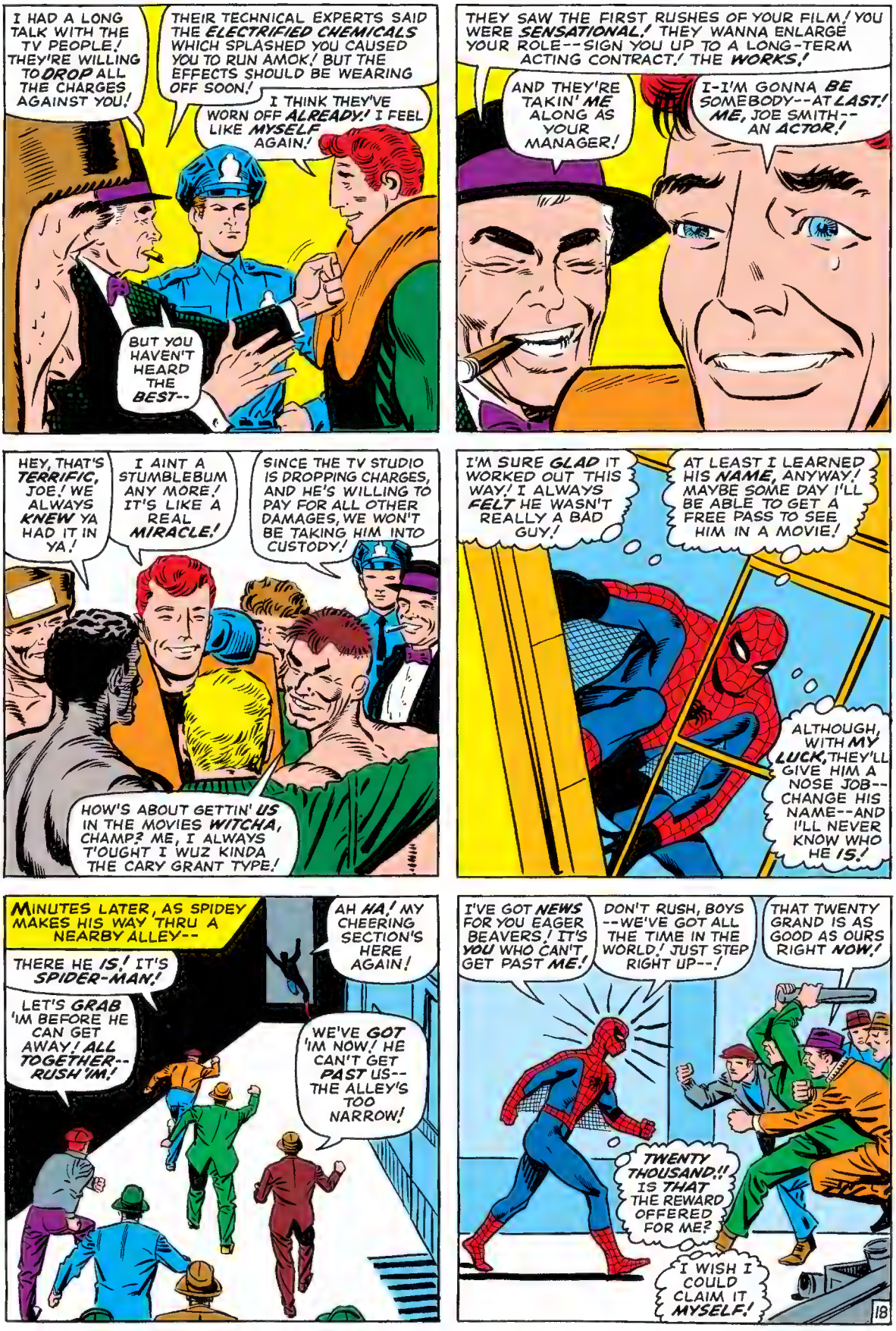

AND NOW, WE'RE SURE IT WILL COME AS NO SURPRISE TO ANY LOYAL SPIDEROPHILE TO SEE SPIDEY SWINGING PAST THE GYM DURING THE AFOREMENTIONED DONNYBROOK... (OR: HOW WORDY CAN YOU GET?!!)
HEY! WHAT GIVES IN THERE?
WHOOM!
THOP!
BYONK!
SOUNDS LIKE A TYPICAL DAY AT THE GENEVA PEACE CONVENTION!


WELL, HOW ABOUT THAT ?!!
JUST THE ONE I'M LOOKING FOR!
DOESN'T HE EVER STOP FIGHTING?

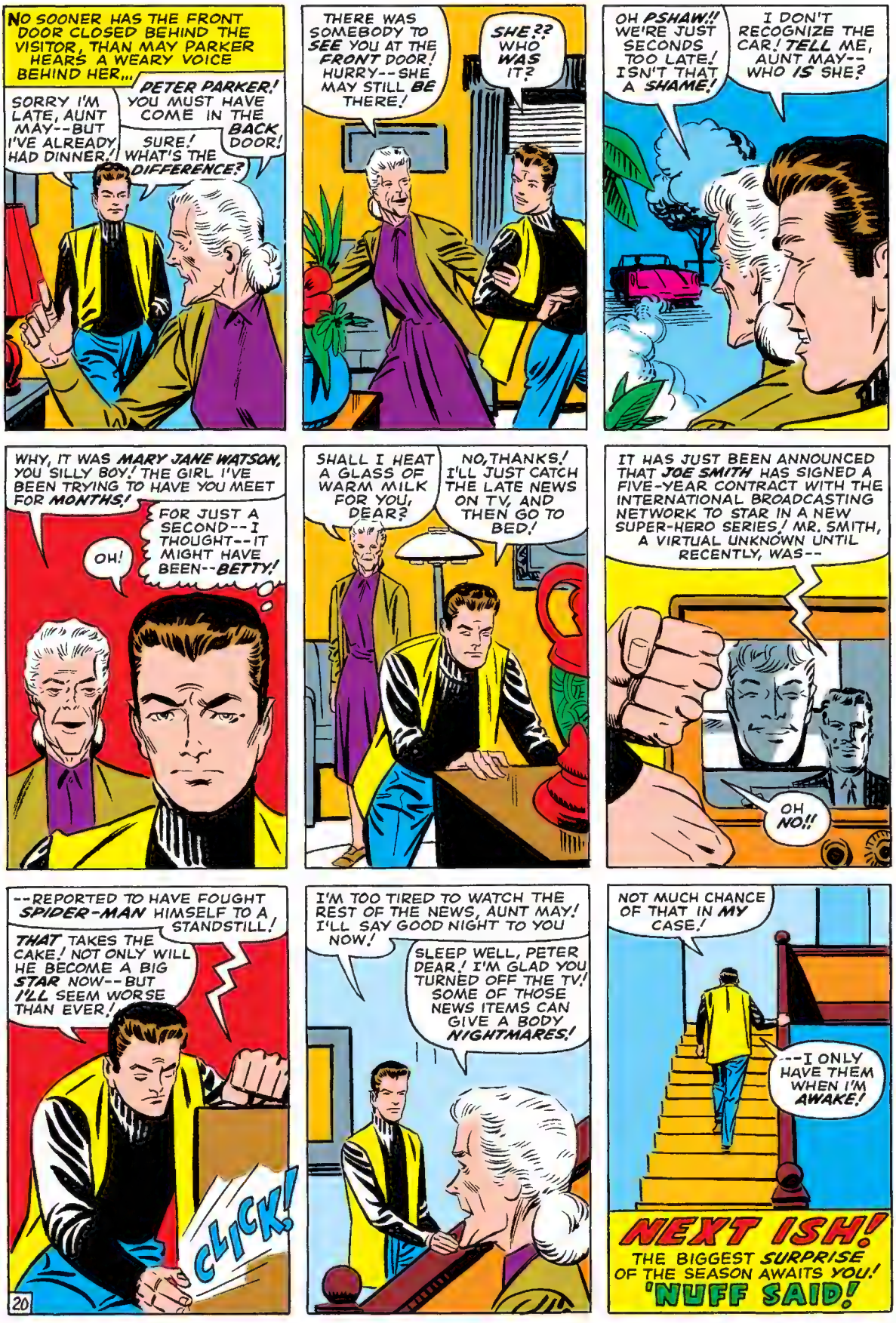

GANGWAY! HERE COMES SPIDEY! PLEASE--DON'T EMBARRASS ME BY YOUR APPLAUSE!
HEY! WHAT A LUCKY BREAK! HERE'S OUR CHANCE TO COLLECT THAT REWARD!
WHAT'RE WE WAITIN' FOR? GET 'IM!
WHAT'S WITH YOU GUYS?? I COME HERE TO HELP YOU--AND YOU JUMP ON ME!
KEEP AFTER 'IM! HE CAN'T FIGHT US ALL OFF!
DON'T BET ON THAT TIGER!
YOU! YOU'RE TRYING TO INTERFERE WITH ME AGAIN! BUT I WON'T LET YOU!
NOW'S OUR CHANCE! RUSH 'IM! C'MON--MOVE!
BOK!
STAY WITH 'IM, JOE! WE'LL SPLIT THE REWARD WITH YA!
OH NO! I'M IN THIS ALONE! YOU'RE ALL MY ENEMIES!
REWARD, EH? VERY INTERESTING! I WONDER WHO'S THE PAYER?
OKAY, BOYS--REST PERIOD'S OVER! IF YOU WANT ME NOW--YOU'LL HAVE TO FIGHT FOR ME!
KAK
BTAK
THE OTHERS ARE EASY! YOU'RE THE ONE I'VE GOTTA BEAT! THEN I'LL BE THE CHAMP!
I WAS RIGHT ABOUT HIM! THE POOR GUY HASN'T GOT ALL HIS MARBLES!

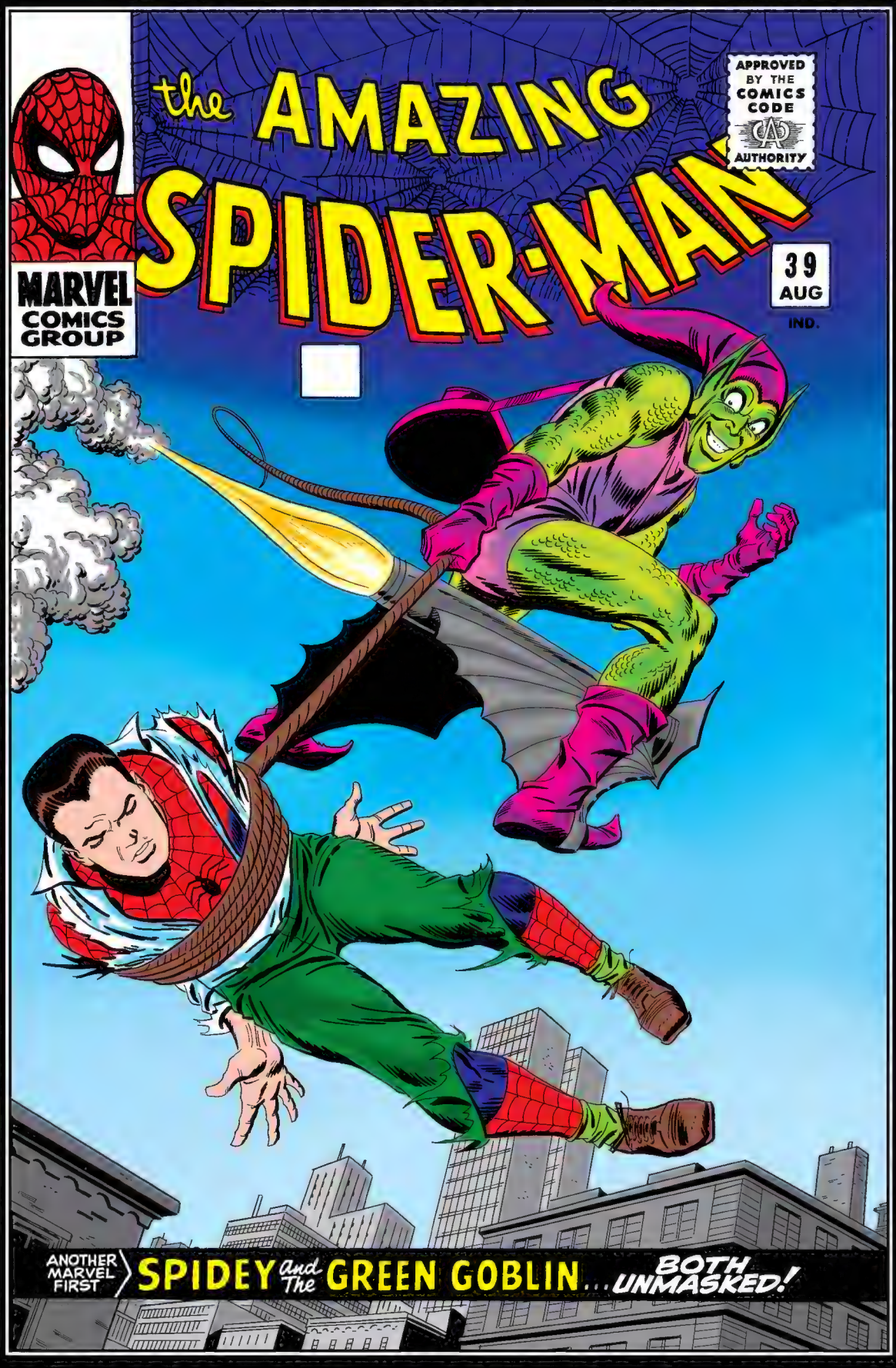

OKAY, IT'S SOUND EFFECTS TIME AGAIN--SO HANG ON--HERE WE GOOOOO--!
FTAK!
BUTOOP!
YAGGHHHH!
KABOK!
FOOM!
SZAK!
BOK!
16

THWIK!
THAK!
BRUP!
KLIP!
AND NOW, WITH ONE FINAL "PAKOW!" WE END OUR SCINTILLATING SOUND-EFFECTS SECTION--AS SMILIN' STAN THANKS YOU, ONE AND ALL, FOR THE BRIEF BREATHER YOU'VE ALLOWED HIM!
WELL? HAD ENOUGH, BIG FELLA?
THE SPOTS! I DON'T SEE 'EM ANY-MORE! AND--I FEEL JUST LIKE I ALWAYS USED TO--!
WHAT'S GOIN' ON IN HERE? WE HAD A REPORT OF A FIGHT!
WADDAYA EXPECT IN A GYM--MAYPOLE DANCIN'??
VERRRRRY FUNNY! LET'S HOPE IT'LL TICKLE THE JUDGE, TOO!
HEY! WE'VE BEEN LOOKING FOR YOU! YOU'RE THE CHARACTER WHO THINKS HE'S A ONE-MAN BULLDOZER!
I-I DIDN'T MEAN TO CAUSE ANY TROUBLE!
NO--NEITHER DID KING KONG!
HOLD IT, BOYS! I'LL TAKE CARE OF EVERYTHING! I'M HIS MANAGER!
MANAGER? WHAT HE NEEDS IS A GOOD LAWYER!
TOMMY! BOY, AM I GLAD TO SEE YOU!

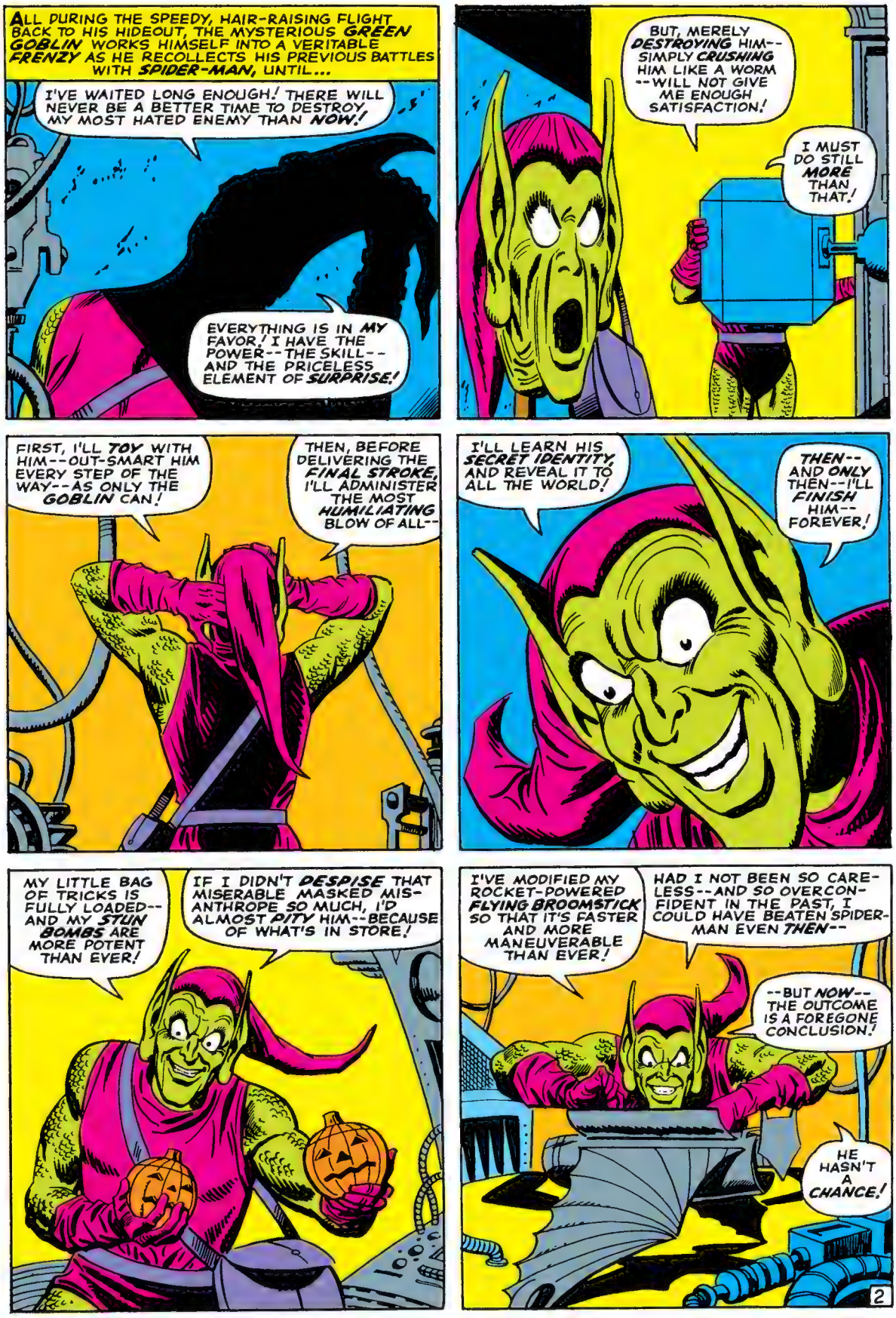

I HAD A LONG TALK WITH THE TV PEOPLE! THEY'RE WILLING TO DROP ALL THE CHARGES AGAINST YOU!
THEIR TECHNICAL EXPERTS SAID THE ELECTRIFIED CHEMICALS WHICH SPLASHED YOU CAUSED YOU TO RUN AMOK! BUT THE EFFECTS SHOULD BE WEARING OFF SOON!
I THINK THEY'VE WORN OFF ALREADY! I FEEL LIKE MYSELF AGAIN!
BUT YOU HAVEN'T HEARD THE BEST--
THEY SAW THE FIRST RUSHES OF YOUR FILM! YOU WERE SENSATIONAL! THEY WANNA ENLARGE YOUR ROLE--SIGN YOU UP TO A LONG-TERM ACTING CONTRACT! THE WORKS!
AND THEY'RE TAKIN' ME ALONG AS YOUR MANAGER!
I-I'M GONNA BE SOMEBODY--AT LAST! ME, JOE SMITH--AN ACTOR!
HEY, THAT'S TERRIFIC, JOE! WE ALWAYS KNEW YA HAD IT IN YA!
I AINT A STUMBLEBUM ANY MORE! IT'S LIKE A REAL MIRACLE!
SINCE THE TV STUDIO IS DROPPING CHARGES, AND HE'S WILLING TO PAY FOR ALL OTHER DAMAGES, WE WON'T BE TAKING HIM INTO CUSTODY!
HOW'S ABOUT GETTIN' US IN THE MOVIES WITCHA, CHAMP? ME, I ALWAYS T'OUGHT I WUZ KINDA THE CARY GRANT TYPE!
I'M SURE GLAD IT WORKED OUT THIS WAY! I ALWAYS FELT HE WASN'T REALLY A BAD GUY!
AT LEAST I LEARNED HIS NAME, ANYWAY! MAYBE SOME DAY I'LL BE ABLE TO GET A FREE PASS TO SEE HIM IN A MOVIE!
ALTHOUGH, WITH MY LUCK, THEY'LL GIVE HIM A NOSE JOB--CHANGE HIS NAME--AND I'LL NEVER KNOW WHO HE IS!
MINUTES LATER, AS SPIDEY MAKES HIS WAY THRU A NEARBY ALLEY--
THERE HE IS! IT'S SPIDER-MAN!
LET'S GRAB 'IM BEFORE HE CAN GET AWAY! ALL TOGETHER--RUSH 'IM!
AH HA! MY CHEERING SECTION'S HERE AGAIN!
WE'VE GOT 'IM NOW! HE CAN'T GET PAST US--THE ALLEY'S TOO NARROW!
I'VE GOT NEWS FOR YOU EAGER BEAVERS! IT'S YOU WHO CAN'T GET PAST ME!
DON'T RUSH, BOYS--WE'VE GOT ALL THE TIME IN THE WORLD! JUST STEP RIGHT UP--!
THAT TWENTY GRAND IS AS GOOD AS OURS RIGHT NOW!
TWENTY THOUSAND!! IS THAT THE REWARD OFFERED FOR ME?
I WISH I COULD CLAIM IT MYSELF!
18

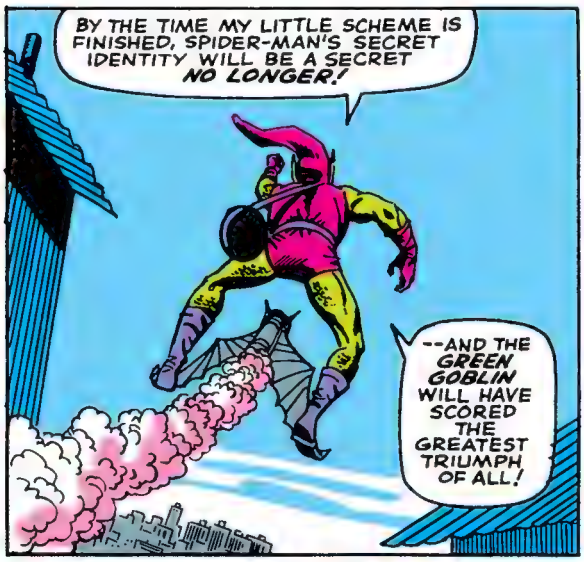
LIFE IS REALLY A RIOT! JOE SMITH CAUSES ALL THAT TROUBLE, AND WINDS UP A BIG HERO!
I SAID DON'T RUSH!!
--WHILE SPIDEY, THE POOR MAN'S SIR LANCELOT, ALWAYS MANAGES TO WIND UP IN NOWHERESVILLE!
IT'S A GOOD THING I'M NOT THE HYPER-EMOTIONAL TYPE! I'D PROBABLY HAVE HAD A BREAKDOWN LONG BEFORE THIS!
SORRY I'M DEPRIVING YOU OF YOUR REWARD BUNDLE, FELLAS--
BUT THINK OF THE MONEY I'M SAVING YOU IN TAXES!
BIG DEAL! SO I WIN ANOTHER FIGHT, AND--AS USUAL, I WIND UP WITH NOTHING TO SHOW FOR IT!
EVEN A BLAMED STORE WINDOW DUMMY SITS THERE AND GRINS AT ME!
GO ON--SMIRK! SIT THERE WITH A DUMB-LOOKING SMILE ON YOUR LIFELESS PAN! THE MORE I LOOK AT HIM, THE MORE HE REMINDS ME OF NED LEEDS!
KNOW WHY I HATE YOU, LEEDS--?
--BECAUSE YOU HAVE THE RIGHT TO PROPOSE TO BETTY!
THE SHADOW OF-- SPIDER-MAN --ISN'T STANDING BETWEEN YOU!
A SHORT TIME LATER, AT THE HOME OF MRS. MAY PARKER...
I'M SO SORRY YOU CAN'T STAY ANY LONGER, MARY JANE! I'M SURE PETER WILL BE HOME 'MOST ANY MINUTE NOW!
I'D SO LIKE TO MEET HIM, MRS. PARKER! BUT, SOME OTHER TIME, PERHAPS--!

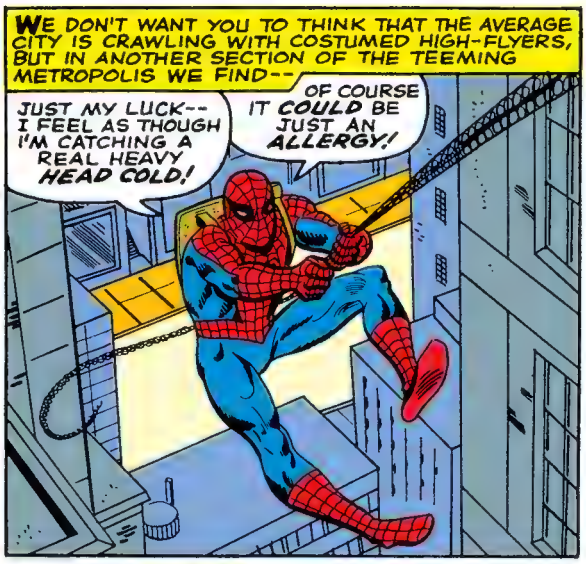

NO SOONER HAS THE FRONT DOOR CLOSED BEHIND THE VISITOR, THAN MAY PARKER HEARS A WEARY VOICE BEHIND HER...
PETER PARKER! YOU MUST HAVE COME IN THE BACK DOOR!
SORRY I'M LATE, AUNT MAY--BUT I'VE ALREADY HAD DINNER!
SURE! WHAT'S THE DIFFERENCE?
THERE WAS SOMEBODY TO SEE YOU AT THE FRONT DOOR! HURRY--SHE MAY STILL BE THERE!
SHE?? WHO WAS IT?
OH PSHAW!! WE'RE JUST SECONDS TOO LATE! ISN'T THAT A SHAME!
I DON'T RECOGNIZE THE CAR! TELL ME, AUNT MAY--WHO IS SHE?
WHY, IT WAS MARY JANE WATSON, YOU SILLY BOY! THE GIRL I'VE BEEN TRYING TO HAVE YOU MEET FOR MONTHS!
OH!
FOR JUST A SECOND--I THOUGHT--IT MIGHT HAVE BEEN--BETTY!
SHALL I HEAT A GLASS OF WARM MILK FOR YOU, DEAR?
NO, THANKS! I'LL JUST CATCH THE LATE NEWS ON TV, AND THEN GO TO BED!
IT HAS JUST BEEN ANNOUNCED THAT JOE SMITH HAS SIGNED A FIVE-YEAR CONTRACT WITH THE INTERNATIONAL BROADCASTING NETWORK TO STAR IN A NEW SUPER-HERO SERIES! MR. SMITH, A VIRTUAL UNKNOWN UNTIL RECENTLY, WAS--
OH NO!!
--REPORTED TO HAVE FOUGHT SPIDER-MAN HIMSELF TO A STANDSTILL!
THAT TAKES THE CAKE! NOT ONLY WILL HE BECOME A BIG STAR NOW--BUT I'LL SEEM WORSE THAN EVER!
CLICK!
I'M TOO TIRED TO WATCH THE REST OF THE NEWS, AUNT MAY! I'LL SAY GOOD NIGHT TO YOU NOW!
SLEEP WELL, PETER DEAR! I'M GLAD YOU TURNED OFF THE TV! SOME OF THOSE NEWS ITEMS CAN GIVE A BODY NIGHTMARES!
NOT MUCH CHANCE OF THAT IN MY CASE!
--I ONLY HAVE THEM WHEN I'M AWAKE!
NEXT ISH!
THE BIGGEST SURPRISE OF THE SEASON AWAITS YOU!
'NUFF SAID!
20


the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP
39 AUG
IND.
ANOTHER MARVEL FIRST
SPIDEY and The GREEN GOBLIN... BOTH UNMASKED!

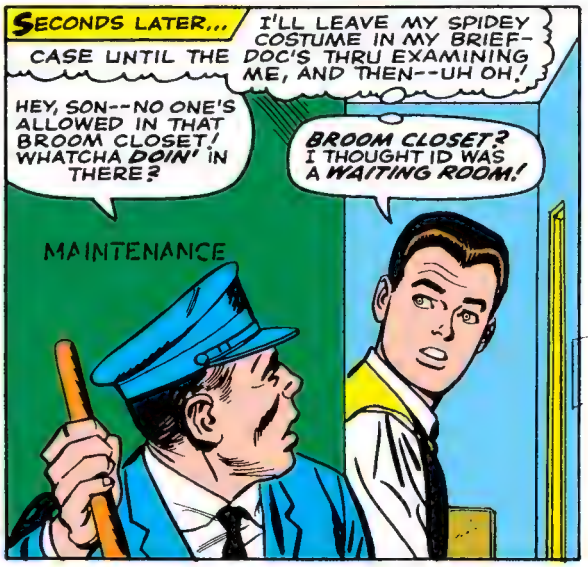
THE AMAZING SPIDER-MAN!
"HOW GREEN WAS MY GOBLIN!"
ATTENTION, ALL WEB-SPINNERS!
BE PREPARED FOR MORE STARTLING, SURPRISE DEVELOPMENTS THAN YOU'VE EVER SEEN IN ANY SINGLE SPIDEY SPECTACULAR BEFORE!
WE WENT ALL-OUT ON THIS ONE--SO BUCKLE YOUR SEAT BELTS, AND AWAAAAAAAY WE GO--
BY NOW, THAT WEB-CRAWLING WEASEL MUST HAVE FORGOTTEN ALL ABOUT THE GREEN GOBLIN!
THEREFORE, THIS IS THE PERFECT TIME FOR ME TO STRIKE-- AND TO GET THE REVENGE THAT MY SOUL IS HUNGERING FOR!
DAILY BUGLE
SPIDER-MAN'S IDENTITY STILL A MYSTERY
SCRIPT..... SMILIN' STAN LEE
ART..... JAZZY JOHNNY ROMITA
INKS..... MIGHTY MICKEY DEMEO
LETTERING.. ADORABLE ARTIE SIMEK
1


ALL DURING THE SPEEDY, HAIR-RAISING FLIGHT BACK TO HIS HIDEOUT, THE MYSTERIOUS GREEN GOBLIN WORKS HIMSELF INTO A VERITABLE FRENZY AS HE RECOLLECTS HIS PREVIOUS BATTLES WITH SPIDER-MAN, UNTIL...
I'VE WAITED LONG ENOUGH! THERE WILL NEVER BE A BETTER TIME TO DESTROY MY MOST HATED ENEMY THAN NOW!
EVERYTHING IS IN MY FAVOR! I HAVE THE POWER--THE SKILL--AND THE PRICELESS ELEMENT OF SURPRISE!
BUT, MERELY DESTROYING HIM--SIMPLY CRUSHING HIM LIKE A WORM--WILL NOT GIVE ME ENOUGH SATISFACTION!
I MUST DO STILL MORE THAN THAT!
FIRST, I'LL TOY WITH HIM--OUT-SMART HIM EVERY STEP OF THE WAY--AS ONLY THE GOBLIN CAN!
THEN, BEFORE DELIVERING THE FINAL STROKE, I'LL ADMINISTER THE MOST HUMILIATING BLOW OF ALL--
I'LL LEARN HIS SECRET IDENTITY, AND REVEAL IT TO ALL THE WORLD!
THEN--AND ONLY THEN--I'LL FINISH HIM--FOREVER!
MY LITTLE BAG OF TRICKS IS FULLY LOADED--AND MY STUN BOMBS ARE MORE POTENT THAN EVER!
IF I DIDN'T DESPISE THAT MISERABLE MASKED MISANTHROPE SO MUCH, I'D ALMOST PITY HIM--BECAUSE OF WHAT'S IN STORE!
I'VE MODIFIED MY ROCKET-POWERED FLYING BROOMSTICK SO THAT IT'S FASTER AND MORE MANEUVERABLE THAN EVER!
HAD I NOT BEEN SO CARELESS--AND SO OVERCONFIDENT IN THE PAST, I COULD HAVE BEATEN SPIDER-MAN EVEN THEN--
--BUT NOW--THE OUTCOME IS A FOREGONE CONCLUSION!
HE HASN'T A CHANCE!
2

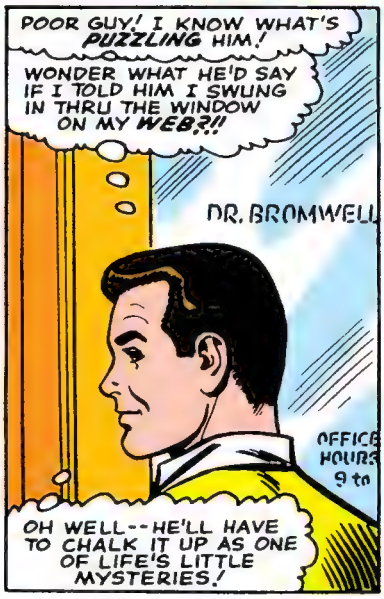

BY THE TIME MY LITTLE SCHEME IS FINISHED, SPIDER-MAN'S SECRET IDENTITY WILL BE A SECRET NO LONGER!
--AND THE GREEN GOBLIN WILL HAVE SCORED THE GREATEST TRIUMPH OF ALL!

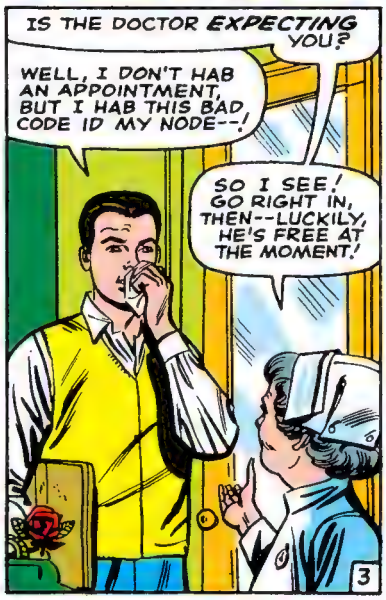

WE DON'T WANT YOU TO THINK THAT THE AVERAGE CITY IS CRAWLING WITH COSTUMED HIGH-FLYERS, BUT IN ANOTHER SECTION OF THE TEEMING METROPOLIS WE FIND--
JUST MY LUCK-- I FEEL AS THOUGH I'M CATCHING A REAL HEAVY HEAD COLD!
OF COURSE IT COULD BE JUST AN ALLERGY!

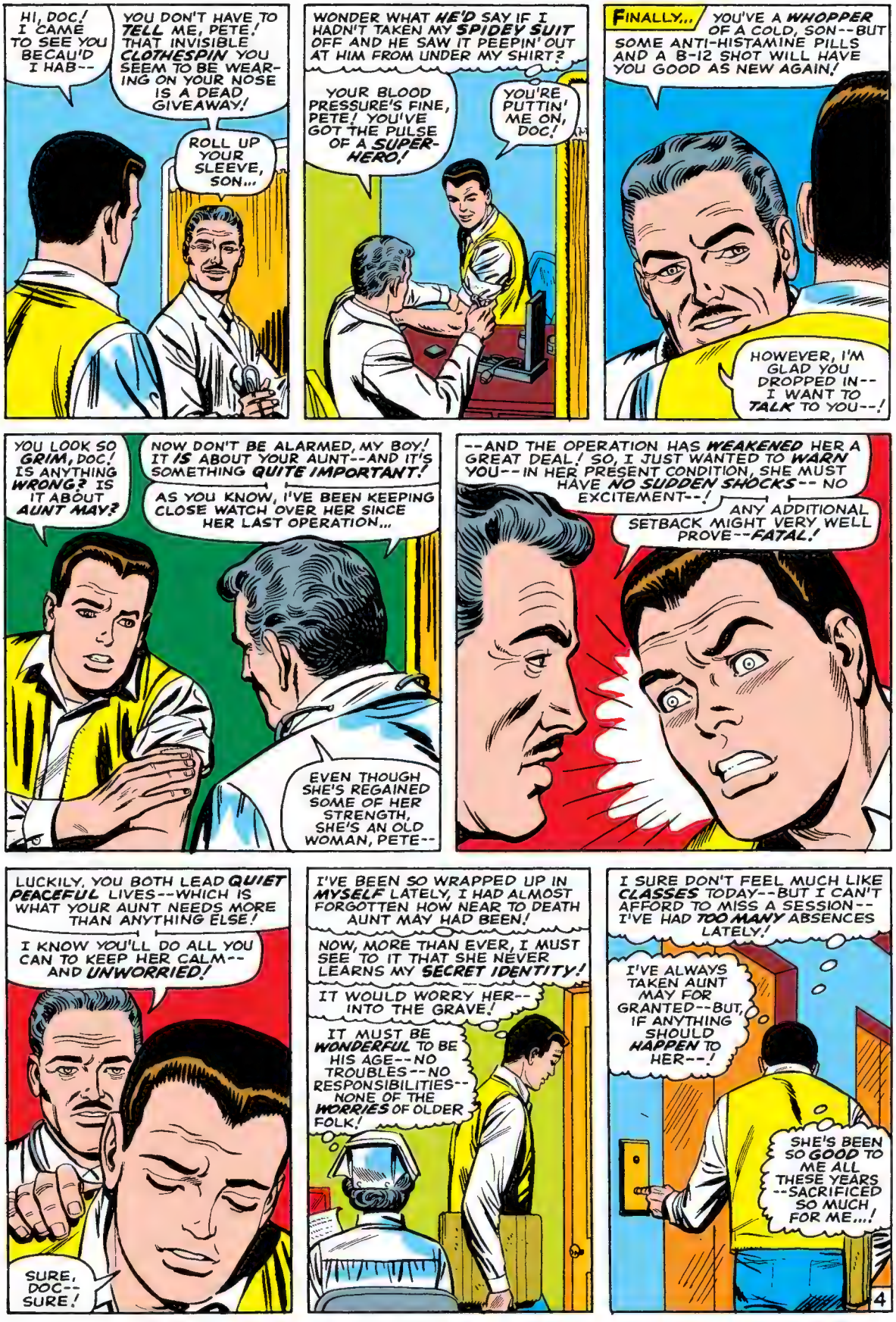
BUT, I CAN'T AFFORD TO TAKE ANY CHANCES! I'LL LET DOC BROMWELL GIVE ME A FAST CHECK-UP!
I DON'T WANNA BE THE ONLY SUPER-HERO IN TOWN WHO SNEEZES HIS WAY THRU A FIGHT!

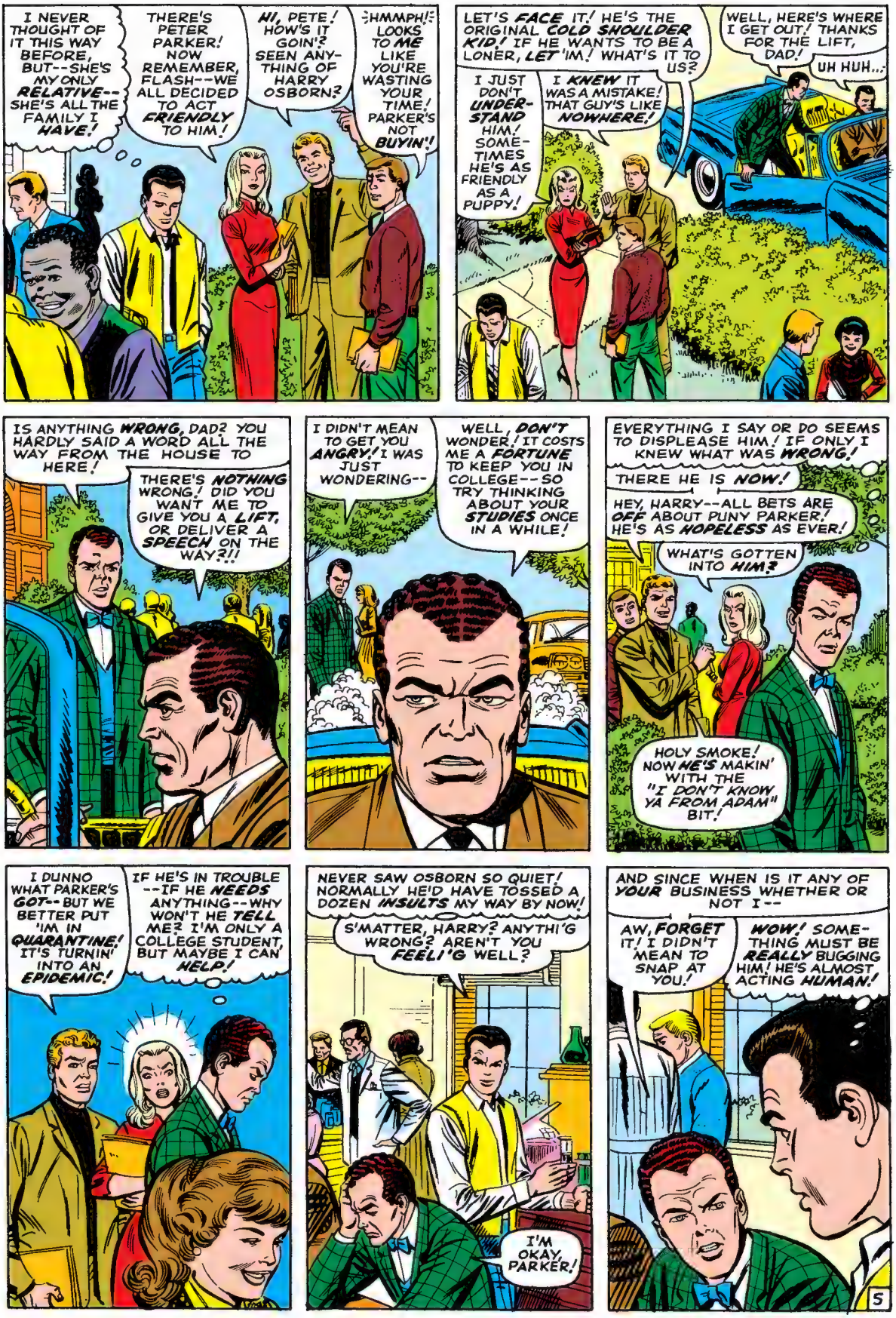

SECONDS LATER...
I'LL LEAVE MY SPIDEY COSTUME IN MY BRIEF-CASE UNTIL THE DOC'S THRU EXAMINING ME, AND THEN--UH OH!
HEY, SON--NO ONE'S ALLOWED IN THAT BROOM CLOSET! WHATCHA DOIN' IN THERE?
BROOM CLOSET? I THOUGHT ID WAS A WAITING ROOM!
MAINTENANCE

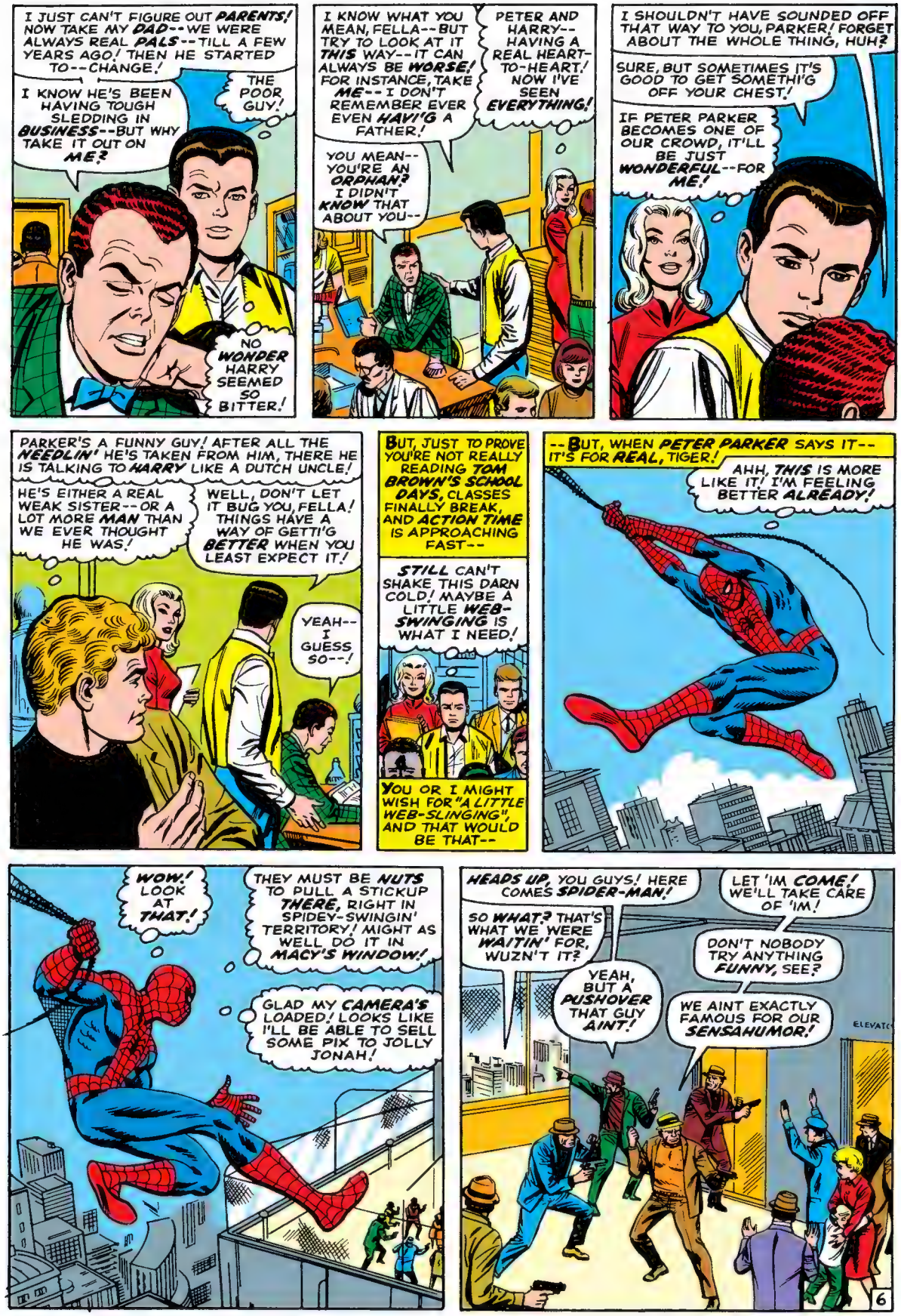
I SHOULD HAVE KNOWN I WAS IN THE WRONG PLACE, THOUGH! THERE WEREN'T ANY OF LAST YEAR'S MAGAZINES ON THE TABLE!
I WAS HERE ALL THE TIME! I DIDN'T SEE ANY-ONE GO IN THAT ROOM! HOW THE HECK--??


POOR GUY! I KNOW WHAT'S PUZZLING HIM!
WONDER WHAT HE'D SAY IF I TOLD HIM I SWUNG IN THRU THE WINDOW ON MY WEB?!!
DR. BROMWELL
OFFICE HOURS 9 to
OH WELL--HE'LL HAVE TO CHALK IT UP AS ONE OF LIFE'S LITTLE MYSTERIES!

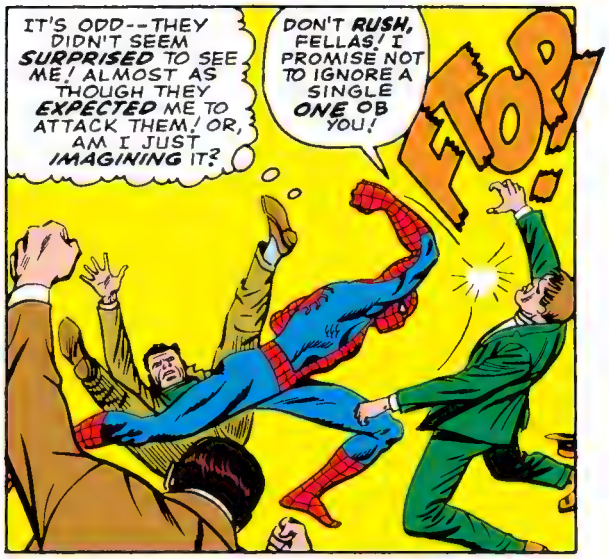

IS THE DOCTOR EXPECTING YOU?
WELL, I DON'T HAB AN APPOINTMENT, BUT I HAB THIS BAD CODE ID MY NODE--!
SO I SEE! GO RIGHT IN, THEN--LUCKILY, HE'S FREE AT THE MOMENT!


HI, DOC! I CAME TO SEE YOU BECAU'D I HAB--
YOU DON'T HAVE TO TELL ME, PETE! THAT INVISIBLE CLOTHESPIN YOU SEEM TO BE WEARING ON YOUR NOSE IS A DEAD GIVEAWAY!
ROLL UP YOUR SLEEVE, SON...
WONDER WHAT HE'D SAY IF I HADN'T TAKEN MY SPIDEY SUIT OFF AND HE SAW IT PEEPIN' OUT AT HIM FROM UNDER MY SHIRT?
YOUR BLOOD PRESSURE'S FINE, PETE! YOU'VE GOT THE PULSE OF A SUPER-HERO!
YOU'RE PUTTIN' ME ON, DOC!
FINALLY... YOU'VE A WHOPPER OF A COLD, SON--BUT SOME ANTI-HISTAMINE PILLS AND A B-12 SHOT WILL HAVE YOU GOOD AS NEW AGAIN!
HOWEVER, I'M GLAD YOU DROPPED IN-- I WANT TO TALK TO YOU--!
YOU LOOK SO GRIM, DOC! IS ANYTHING WRONG? IS IT ABOUT AUNT MAY?
NOW DON'T BE ALARMED, MY BOY! IT IS ABOUT YOUR AUNT--AND IT'S SOMETHING QUITE IMPORTANT!
AS YOU KNOW, I'VE BEEN KEEPING CLOSE WATCH OVER HER SINCE HER LAST OPERATION...
EVEN THOUGH SHE'S REGAINED SOME OF HER STRENGTH, SHE'S AN OLD WOMAN, PETE--
--AND THE OPERATION HAS WEAKENED HER A GREAT DEAL! SO, I JUST WANTED TO WARN YOU--IN HER PRESENT CONDITION, SHE MUST HAVE NO SUDDEN SHOCKS-- NO EXCITEMENT--!
ANY ADDITIONAL SETBACK MIGHT VERY WELL PROVE--FATAL!
LUCKILY, YOU BOTH LEAD QUIET PEACEFUL LIVES--WHICH IS WHAT YOUR AUNT NEEDS MORE THAN ANYTHING ELSE!
I KNOW YOU'LL DO ALL YOU CAN TO KEEP HER CALM-- AND UNWORRIED!
SURE, DOC-- SURE!
I'VE BEEN SO WRAPPED UP IN MYSELF LATELY, I HAD ALMOST FORGOTTEN HOW NEAR TO DEATH AUNT MAY HAD BEEN!
NOW, MORE THAN EVER, I MUST SEE TO IT THAT SHE NEVER LEARNS MY SECRET IDENTITY!
IT WOULD WORRY HER-- INTO THE GRAVE!
IT MUST BE WONDERFUL TO BE HIS AGE--NO TROUBLES--NO RESPONSIBILITIES-- NONE OF THE WORRIES OF OLDER FOLK!
I SURE DON'T FEEL MUCH LIKE CLASSES TODAY--BUT I CAN'T AFFORD TO MISS A SESSION-- I'VE HAD TOO MANY ABSENCES LATELY!
I'VE ALWAYS TAKEN AUNT MAY FOR GRANTED--BUT, IF ANYTHING SHOULD HAPPEN TO HER--!
SHE'S BEEN SO GOOD TO ME ALL THESE YEARS --SACRIFICED SO MUCH FOR ME...!
4


I NEVER THOUGHT OF IT THIS WAY BEFORE, BUT--SHE'S MY ONLY RELATIVE--SHE'S ALL THE FAMILY I HAVE!
THERE'S PETER PARKER! NOW REMEMBER, FLASH--WE ALL DECIDED TO ACT FRIENDLY TO HIM!
HI, PETE! HOW'S IT GOIN'? SEEN ANYTHING OF HARRY OSBORN?
:HMMPH!: LOOKS TO ME LIKE YOU'RE WASTING YOUR TIME! PARKER'S NOT BUYIN'!
LET'S FACE IT! HE'S THE ORIGINAL COLD SHOULDER KID! IF HE WANTS TO BE A LONER, LET 'IM! WHAT'S IT TO US?
I JUST DON'T UNDERSTAND HIM! SOMETIMES HE'S AS FRIENDLY AS A PUPPY!
I KNEW IT WAS A MISTAKE! THAT GUY'S LIKE NOWHERE!
WELL, HERE'S WHERE I GET OUT! THANKS FOR THE LIFT, DAD!
UH HUH...
IS ANYTHING WRONG, DAD? YOU HARDLY SAID A WORD ALL THE WAY FROM THE HOUSE TO HERE!
THERE'S NOTHING WRONG! DID YOU WANT ME TO GIVE YOU A LIFT, OR DELIVER A SPEECH ON THE WAY?!!
I DIDN'T MEAN TO GET YOU ANGRY! I WAS JUST WONDERING--
WELL, DON'T WONDER! IT COSTS ME A FORTUNE TO KEEP YOU IN COLLEGE--SO TRY THINKING ABOUT YOUR STUDIES ONCE IN A WHILE!
EVERYTHING I SAY OR DO SEEMS TO DISPLEASE HIM! IF ONLY I KNEW WHAT WAS WRONG!
THERE HE IS NOW!
HEY, HARRY--ALL BETS ARE OFF ABOUT PUNY PARKER! HE'S AS HOPELESS AS EVER!
WHAT'S GOTTEN INTO HIM?
HOLY SMOKE! NOW HE'S MAKIN' WITH THE "I DON'T KNOW YA FROM ADAM" BIT!
I DUNNO WHAT PARKER'S GOT--BUT WE BETTER PUT 'IM IN QUARANTINE! IT'S TURNIN' INTO AN EPIDEMIC!
IF HE'S IN TROUBLE --IF HE NEEDS ANYTHING--WHY WON'T HE TELL ME? I'M ONLY A COLLEGE STUDENT, BUT MAYBE I CAN HELP!
NEVER SAW OSBORN SO QUIET! NORMALLY HE'D HAVE TOSSED A DOZEN INSULTS MY WAY BY NOW!
S'MATTER, HARRY? ANYTHI'G WRONG? AREN'T YOU FEELI'G WELL?
I'M OKAY, PARKER!
AND SINCE WHEN IS IT ANY OF YOUR BUSINESS WHETHER OR NOT I--
AW, FORGET IT! I DIDN'T MEAN TO SNAP AT YOU!
WOW! SOMETHING MUST BE REALLY BUGGING HIM! HE'S ALMOST ACTING HUMAN!


I JUST CAN'T FIGURE OUT PARENTS! NOW TAKE MY DAD--WE WERE ALWAYS REAL PALS--TILL A FEW YEARS AGO! THEN HE STARTED TO--CHANGE!
I KNOW HE'S BEEN HAVING TOUGH SLEDDING IN BUSINESS--BUT WHY TAKE IT OUT ON ME?
THE POOR GUY!
NO WONDER HARRY SEEMED SO BITTER!
I KNOW WHAT YOU MEAN, FELLA--BUT TRY TO LOOK AT IT THIS WAY--IT CAN ALWAYS BE WORSE! FOR INSTANCE, TAKE ME--I DON'T REMEMBER EVER EVEN HAVI'G A FATHER!
PETER AND HARRY--HAVING A REAL HEART-TO-HEART! NOW I'VE SEEN EVERYTHING!
YOU MEAN--YOU'RE AN ORPHAN? I DIDN'T KNOW THAT ABOUT YOU--
I SHOULDN'T HAVE SOUNDED OFF THAT WAY TO YOU, PARKER! FORGET ABOUT THE WHOLE THING, HUH?
SURE, BUT SOMETIMES IT'S GOOD TO GET SOMETHI'G OFF YOUR CHEST!
IF PETER PARKER BECOMES ONE OF OUR CROWD, IT'LL BE JUST WONDERFUL--FOR ME!
PARKER'S A FUNNY GUY! AFTER ALL THE NEEDLIN' HE'S TAKEN FROM HIM, THERE HE IS TALKING TO HARRY LIKE A DUTCH UNCLE!
HE'S EITHER A REAL WEAK SISTER--OR A LOT MORE MAN THAN WE EVER THOUGHT HE WAS!
WELL, DON'T LET IT BUG YOU, FELLA! THINGS HAVE A WAY OF GETTI'G BETTER WHEN YOU LEAST EXPECT IT!
YEAH--I GUESS SO--!
BUT, JUST TO PROVE YOU'RE NOT REALLY READING TOM BROWN'S SCHOOL DAYS, CLASSES FINALLY BREAK, AND ACTION TIME IS APPROACHING FAST--
STILL CAN'T SHAKE THIS DARN COLD! MAYBE A LITTLE WEB-SWINGING IS WHAT I NEED!
YOU OR I MIGHT WISH FOR "A LITTLE WEB-SLINGING", AND THAT WOULD BE THAT--
--BUT, WHEN PETER PARKER SAYS IT--IT'S FOR REAL, TIGER!
AHH, THIS IS MORE LIKE IT! I'M FEELING BETTER ALREADY!
WOW! LOOK AT THAT!
THEY MUST BE NUTS TO PULL A STICKUP THERE, RIGHT IN SPIDEY-SWINGIN' TERRITORY! MIGHT AS WELL DO IT IN MACY'S WINDOW!
GLAD MY CAMERA'S LOADED! LOOKS LIKE I'LL BE ABLE TO SELL SOME PIX TO JOLLY JONAH!
HEADS UP, YOU GUYS! HERE COMES SPIDER-MAN!
SO WHAT? THAT'S WHAT WE WERE WAITIN' FOR, WUZN'T IT?
LET 'IM COME! WE'LL TAKE CARE OF 'IM!
DON'T NOBODY TRY ANYTHING FUNNY, SEE?
YEAH, BUT A PUSHOVER THAT GUY AIN'T!
WE AINT EXACTLY FAMOUS FOR OUR SENSAHUMOR!
ELEVATO
6

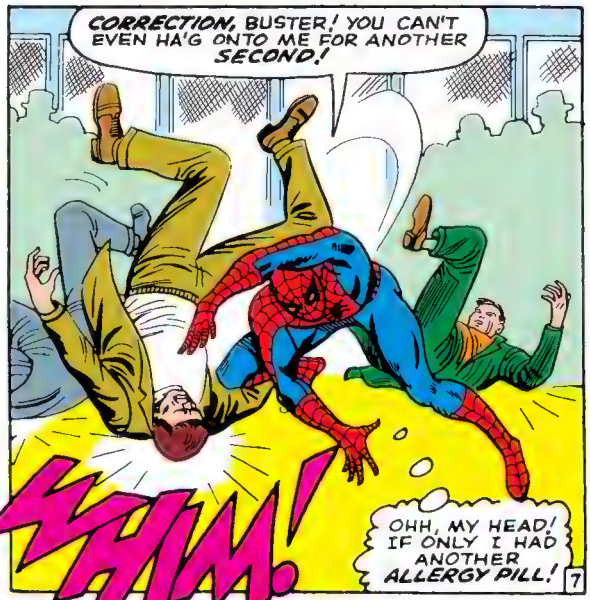
HERE HE COMES! GRAB 'IM! HE CAN'T LICK ALL OF-- =YUMMMPH!=
IF YOUR FIGHTI'G PROWESS IS AS WEAK AS YOUR HOSPITALITY, YOU'RE IN A BAD WAY, CHARLIE!
BOK!
KAK!

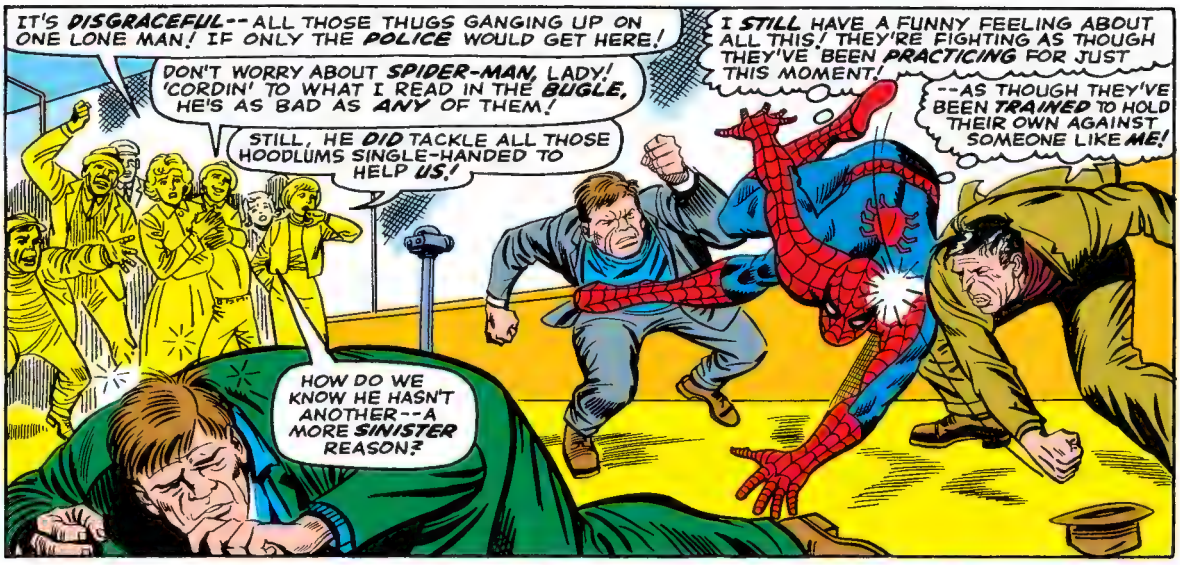

IT'S ODD--THEY DIDN'T SEEM SURPRISED TO SEE ME! ALMOST AS THOUGH THEY EXPECTED ME TO ATTACK THEM! OR, AM I JUST IMAGINING IT?
DON'T RUSH, FELLAS! I PROMISE NOT TO IGNORE A SINGLE ONE OB YOU!
FTOP!

IT'S BEEN QUITE A WHILE SINCE I JUST HAD A NICE, SIMPLE COPS 'N ROBBERS TYPE OF FIGHT WITH A BUNCH OF AVERAGE, ORDINARY, EVERYDAY THUGS!
IT MAKES YOU REALIZE THERE'S NOTHI'G AS SATISFYI'G AS THE SIMPLE LIFE!
WOK

YOU STALWARTS MIGHT HAVE A LOT OF INNER QUALITIES WHICH I'M NOT AWARE OF, BUT AS CONVERSATIONALISTS YOU'RE JUST A BUNCH OB DROPOUTS!
WHO'S BEEN GIVI'G YOU YOUR BOXING LESSONS LATELY-- WOODY ALLEN?
THOP

GOOD WOIK, BOINARD! YA GOT 'IM!
YEAH! NOW WE WON'T HAVETA LISTEN TO ANY MORE OF HIS BLASTED YAPPIN'!
COME ON! COME ON! LET 'IM HAVE IT! WE CAN'T HANG ONTA HIM ALL DAY!


CORRECTION, BUSTER! YOU CAN'T EVEN HA'G ONTO ME FOR ANOTHER SECOND!
KHHM!
OHH, MY HEAD! IF ONLY I HAD ANOTHER ALLERGY PILL!

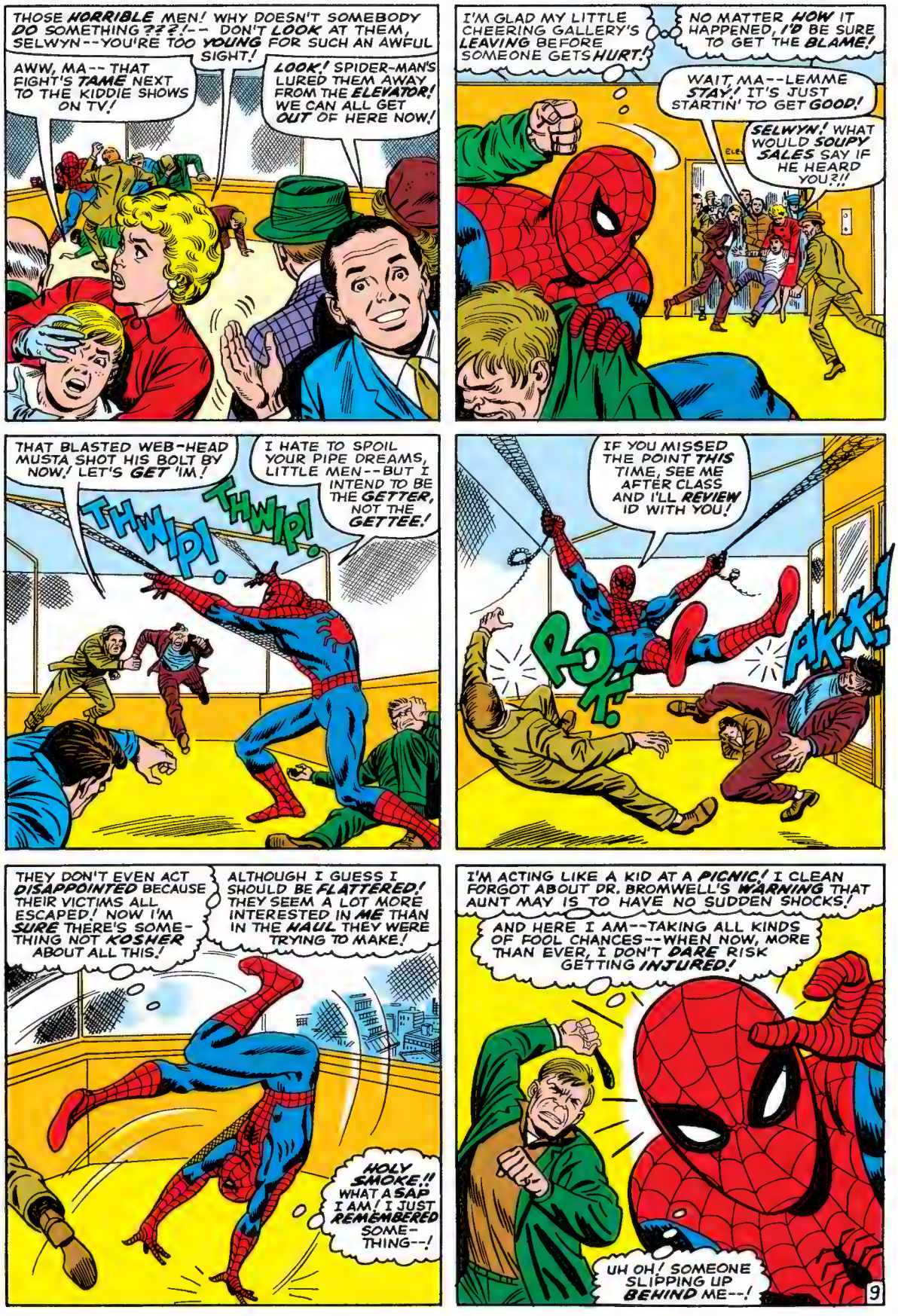

IT'S DISGRACEFUL--ALL THOSE THUGS GANGING UP ON ONE LONE MAN! IF ONLY THE POLICE WOULD GET HERE!
DON'T WORRY ABOUT SPIDER-MAN, LADY! 'CORDIN' TO WHAT I READ IN THE BUGLE, HE'S AS BAD AS ANY OF THEM!
STILL, HE DID TACKLE ALL THOSE HOODLUMS SINGLE-HANDED TO HELP US!
HOW DO WE KNOW HE HASN'T ANOTHER--A MORE SINISTER REASON?
I STILL HAVE A FUNNY FEELING ABOUT ALL THIS! THEY'RE FIGHTING AS THOUGH THEY'VE BEEN PRACTICING FOR JUST THIS MOMENT!
--AS THOUGH THEY'VE BEEN TRAINED TO HOLD THEIR OWN AGAINST SOMEONE LIKE ME!

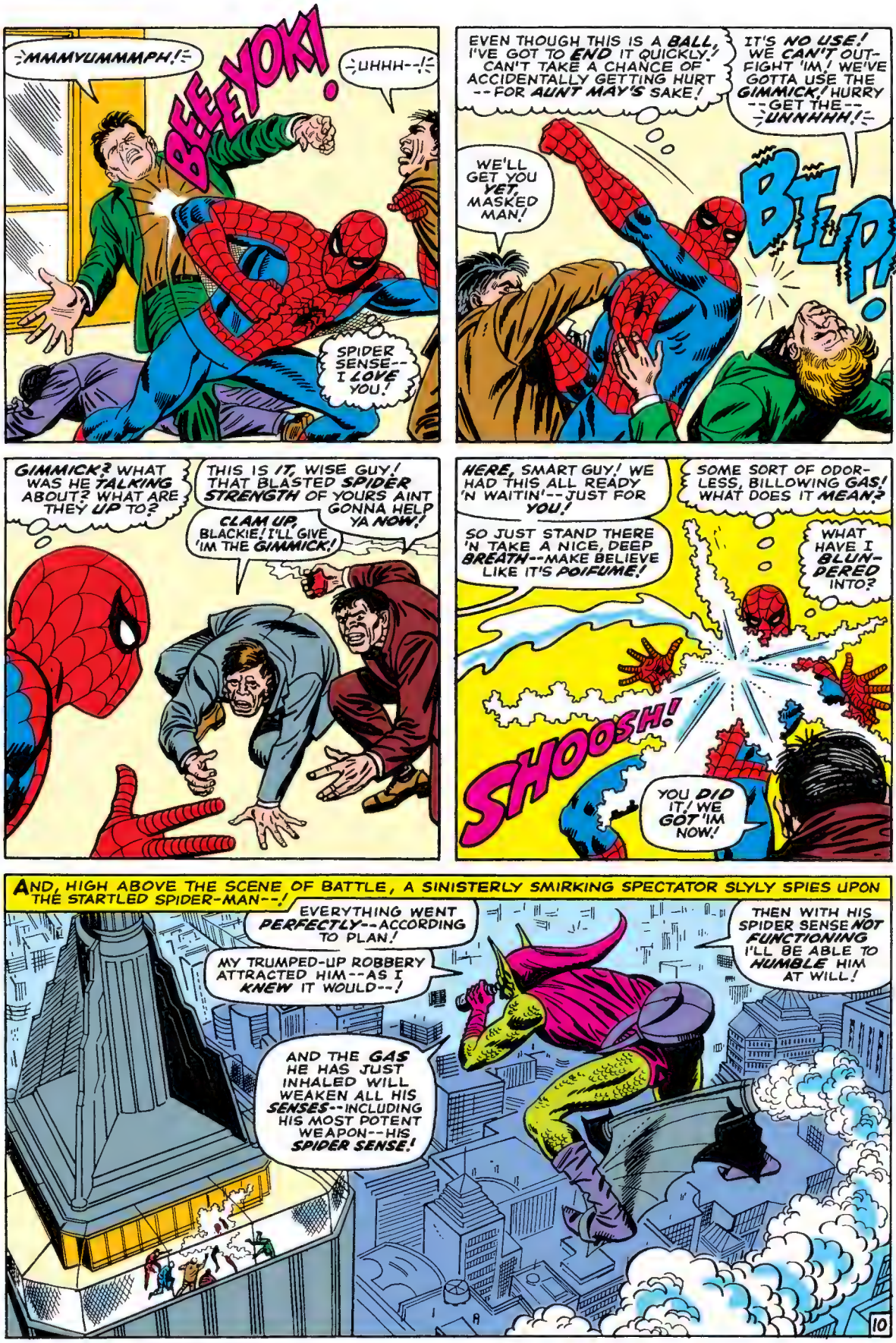
OKAY, GROUP! YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN IS BEGINNI'G TO LOSE HIS PATIENCE NOW!
WHAMMO! ONE EIGHT-BALL INTO THE SIDE POCKET!
BT AP!

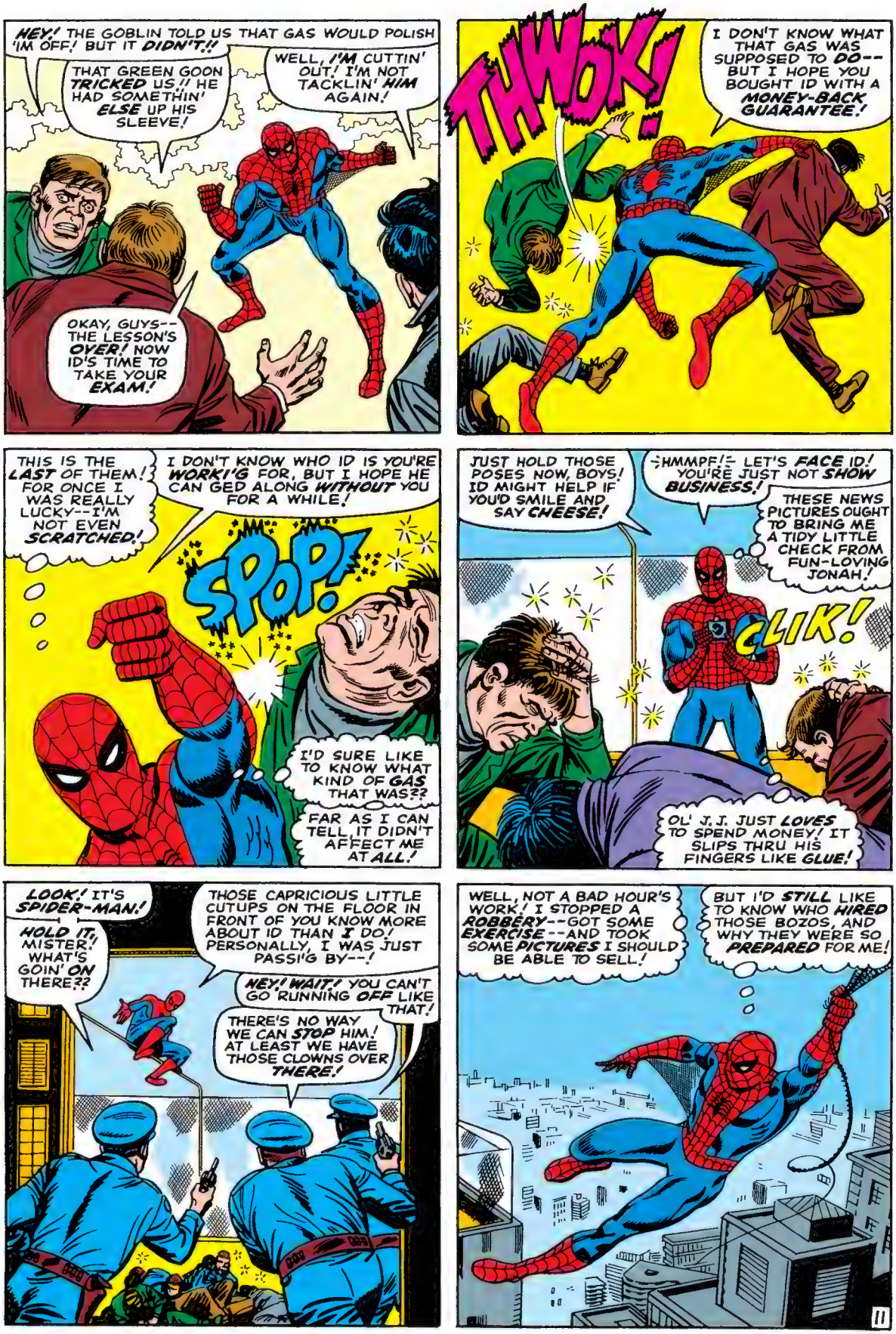
FIREARMS! GOOD HEAVENS, MAN! AREN'T YOU AWARE THEIR POSSESSION IS AGAINST THE LAW!
KRAK!
THTIK!
AND YOU HAVEN'T EVEN SHOUTED "ANYONE AROUND MY BASE IS IT!"
THAT'S DIRTY POOL, MISTER!

BUT, WORST OF ALL, I'VE A FEELI'G YOU LOOKED ID THOSE GLASSES WITHOUT PAYI'G YOUR DIME!
UH OH! MORE OF 'EM, STARTING TO RUSH ME ALL AT ONCE! GOTTA GIVE THEM "A" FOR EFFORT, ANYWAY!

MUCH OBLIGED, GUYS--
I'VE BEEN WANTI'G TO TRY OUT THIS NEW, TANGLE-FREE ROLL OF WEBBI'G!
LOOK OUT FOR HIS WEB!
NOW YA TELL US!
THWIP!
BUT LET'S HURRY IT UP, HUH? THIS STUFF IS EXPENSIVE!

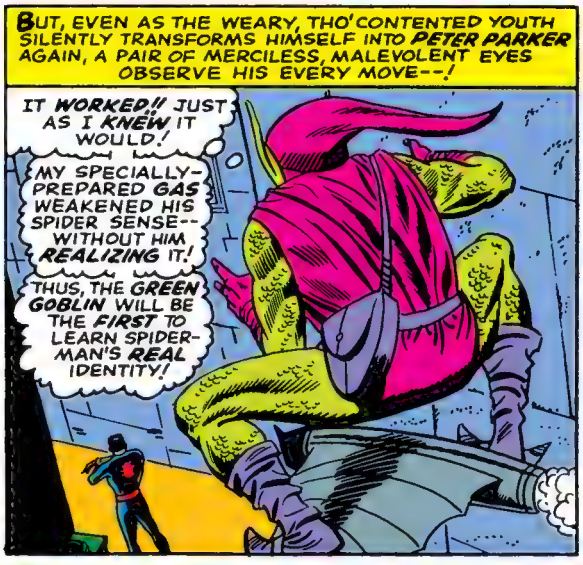

THOSE HORRIBLE MEN! WHY DOESN'T SOMEBODY DO SOMETHING???!-- DON'T LOOK AT THEM, SELWYN--YOU'RE TOO YOUNG FOR SUCH AN AWFUL SIGHT!
AWW, MA-- THAT FIGHT'S TAME NEXT TO THE KIDDIE SHOWS ON TV!
LOOK! SPIDER-MAN'S LURED THEM AWAY FROM THE ELEVATOR! WE CAN ALL GET OUT OF HERE NOW!
I'M GLAD MY LITTLE CHEERING GALLERY'S LEAVING BEFORE SOMEONE GETS HURT!
NO MATTER HOW IT HAPPENED, I'D BE SURE TO GET THE BLAME!
WAIT, MA--LEMME STAY! IT'S JUST STARTIN' TO GET GOOD!
SELWYN! WHAT WOULD SOUPY SALES SAY IF HE HEARD YOU?!!
THAT BLASTED WEB-HEAD MUSTA SHOT HIS BOLT BY NOW! LET'S GET 'IM!
I HATE TO SPOIL YOUR PIPE DREAMS, LITTLE MEN--BUT I INTEND TO BE THE GETTER, NOT THE GETTEE!
THWIP! THWIP!
IF YOU MISSED THE POINT THIS TIME, SEE ME AFTER CLASS AND I'LL REVIEW ID WITH YOU!
POW!
AKK!
THEY DON'T EVEN ACT DISAPPOINTED BECAUSE THEIR VICTIMS ALL ESCAPED! NOW I'M SURE THERE'S SOMETHING NOT KOSHER ABOUT ALL THIS!
ALTHOUGH I GUESS I SHOULD BE FLATTERED! THEY SEEM A LOT MORE INTERESTED IN ME THAN IN THE HAUL THEY WERE TRYING TO MAKE!
HOLY SMOKE!! WHAT A SAP I AM! I JUST REMEMBERED SOMETHING--!
I'M ACTING LIKE A KID AT A PICNIC! I CLEAN FORGOT ABOUT DR. BROMWELL'S WARNING THAT AUNT MAY IS TO HAVE NO SUDDEN SHOCKS!
AND HERE I AM--TAKING ALL KINDS OF FOOL CHANCES--WHEN NOW, MORE THAN EVER, I DON'T DARE RISK GETTING INJURED!
UH OH! SOMEONE SLIPPING UP BEHIND ME--!


:MMMYUMMMPH!:
BEE-E-YOK!
:UHHH--!:
SPIDER SENSE-- I LOVE YOU!
EVEN THOUGH THIS IS A BALL, I'VE GOT TO END IT QUICKLY! CAN'T TAKE A CHANCE OF ACCIDENTALLY GETTING HURT --FOR AUNT MAY'S SAKE!
IT'S NO USE! WE CAN'T OUT-FIGHT 'IM! WE'VE GOTTA USE THE GIMMICK! HURRY --GET THE-- :UNNHHH!:
WE'LL GET YOU YET, MASKED MAN!
BT-UP!
GIMMICK? WHAT WAS HE TALKING ABOUT? WHAT ARE THEY UP TO?
THIS IS IT, WISE GUY! THAT BLASTED SPIDER STRENGTH OF YOURS AINT GONNA HELP YA NOW!
CLAM UP, BLACKIE! I'LL GIVE 'IM THE GIMMICK!
HERE, SMART GUY! WE HAD THIS ALL READY 'N WAITIN'--JUST FOR YOU!
SOME SORT OF ODOR-LESS, BILLOWING GAS! WHAT DOES IT MEAN?
SO JUST STAND THERE 'N TAKE A NICE, DEEP BREATH--MAKE BELIEVE LIKE IT'S POIFUME!
WHAT HAVE I BLUN-DERED INTO?
SHOOSH!
YOU DID IT, WE GOT 'IM NOW!
AND, HIGH ABOVE THE SCENE OF BATTLE, A SINISTERLY SMIRKING SPECTATOR SLYLY SPIES UPON THE STARTLED SPIDER-MAN--!
EVERYTHING WENT PERFECTLY--ACCORDING TO PLAN!
MY TRUMPED-UP ROBBERY ATTRACTED HIM--AS I KNEW IT WOULD--!
AND THE GAS HE HAS JUST INHALED WILL WEAKEN ALL HIS SENSES--INCLUDING HIS MOST POTENT WEAPON--HIS SPIDER SENSE!
THEN WITH HIS SPIDER SENSE NOT FUNCTIONING I'LL BE ABLE TO HUMBLE HIM AT WILL!
10


HEY! THE GOBLIN TOLD US THAT GAS WOULD POLISH 'IM OFF! BUT IT DIDN'T!!
THAT GREEN GOON TRICKED US!! HE HAD SOMETHIN' ELSE UP HIS SLEEVE!
WELL, I'M CUTTIN' OUT! I'M NOT TACKLIN' HIM AGAIN!
OKAY, GUYS--THE LESSON'S OVER! NOW ID'S TIME TO TAKE YOUR EXAM!
THWOK!
I DON'T KNOW WHAT THAT GAS WAS SUPPOSED TO DO--BUT I HOPE YOU BOUGHT ID WITH A MONEY-BACK GUARANTEE!
THIS IS THE LAST OF THEM! FOR ONCE I WAS REALLY LUCKY--I'M NOT EVEN SCRATCHED!
I DON'T KNOW WHO ID IS YOU'RE WORK'I'G FOR, BUT I HOPE HE CAN GED ALONG WITHOUT YOU FOR A WHILE!
SPOP!
I'D SURE LIKE TO KNOW WHAT KIND OF GAS THAT WAS??
FAR AS I CAN TELL IT DIDN'T AFFECT ME AT ALL!
JUST HOLD THOSE POSES NOW, BOYS! ID MIGHT HELP IF YOU'D SMILE AND SAY CHEESE!
÷HMMPF!÷ LET'S FACE ID! YOU'RE JUST NOT SHOW BUSINESS!
THESE NEWS PICTURES OUGHT TO BRING ME A TIDY LITTLE CHECK FROM FUN-LOVING JONAH!
CLIK!
OL' J. J. JUST LOVES TO SPEND MONEY! IT SLIPS THRU HIS FINGERS LIKE GLUE!
LOOK! IT'S SPIDER-MAN!
HOLD IT, MISTER! WHAT'S GOIN' ON THERE??
THOSE CAPRICIOUS LITTLE CUTUPS ON THE FLOOR IN FRONT OF YOU KNOW MORE ABOUT ID THAN I DO! PERSONALLY, I WAS JUST PASSI'G BY--!
HEY! WAIT! YOU CAN'T GO RUNNING OFF LIKE THAT!
THERE'S NO WAY WE CAN STOP HIM! AT LEAST WE HAVE THOSE CLOWNS OVER THERE!
WELL, NOT A BAD HOUR'S WORK! I STOPPED A ROBBERY--GOT SOME EXERCISE--AND TOOK SOME PICTURES I SHOULD BE ABLE TO SELL!
BUT I'D STILL LIKE TO KNOW WHO HIRED THOSE BOZOS, AND WHY THEY WERE SO PREPARED FOR ME!
11

BUT MOST OF ALL, THAT BUSINESS WITH THE GAS REALLY SINKS ME!
WHY DIDN'T IT DO WHATEVER IT WAS SUPPOSED TO DO? OR--DID IT--WITHOUT ME KNOWING IT?
OH WELL--I'D BETTER TAKE MY CLOTHES FROM WHERE I LEFT THEM AND HEAD FOR HOME!

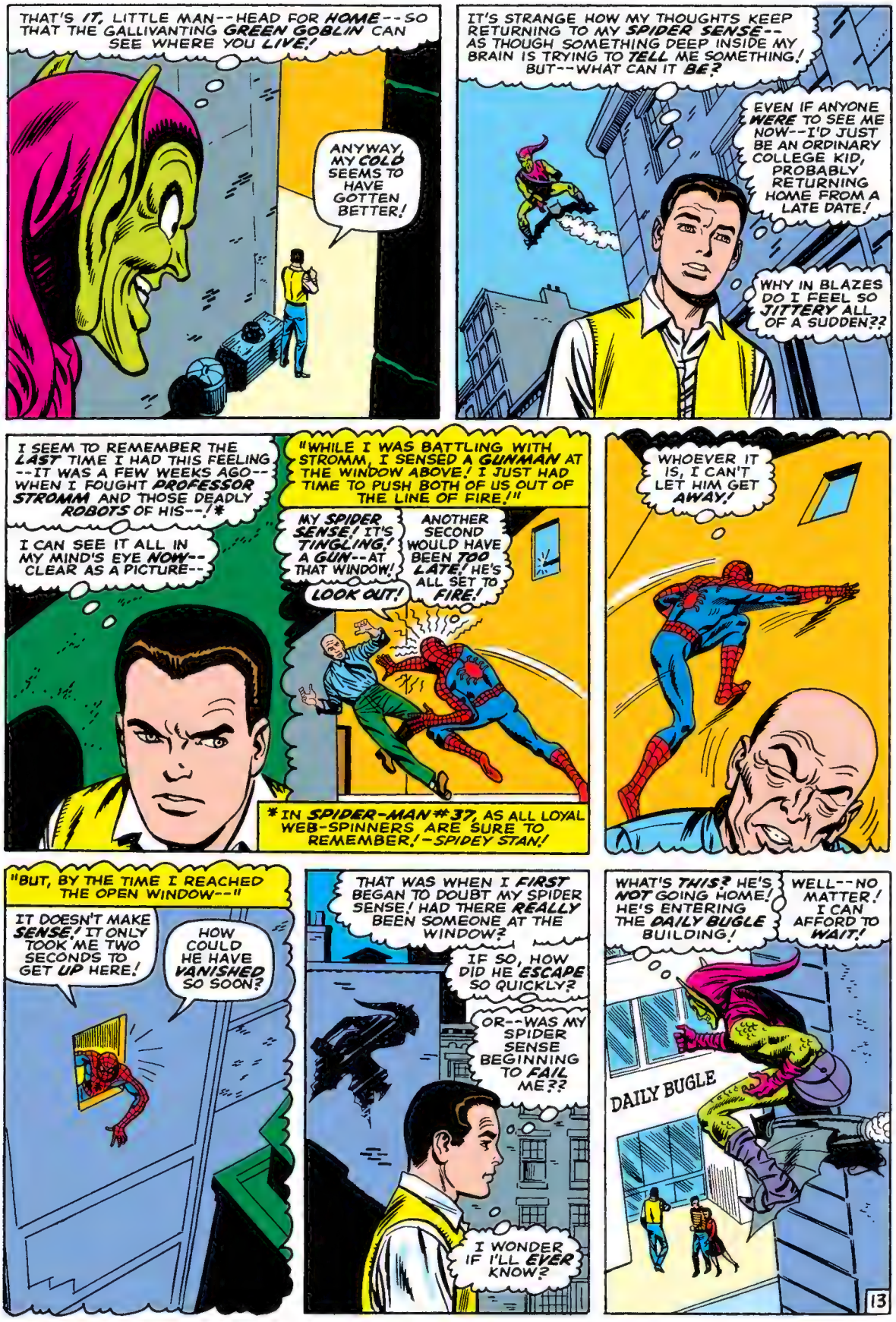
THANKS TO MY SPIDER-SENSE, I DON'T HAVE TO WORRY ABOUT THESE QUICK-CHANGE SESSIONS! IF ANYONE WAS WATCHING ME, I'D BE AWARE OF IT!
BUT, NO ONE'S APT TO SEE ME HERE, IN THE SHADOWS OF THIS OLD DESERTED BUILDING!
WONDER IF I'D GET KICKED OUT OF THE SUPER-HERO'S UNION FOR NOT USING A PHONE BOOTH?


BUT, EVEN AS THE WEARY, THO' CONTENTED YOUTH SILENTLY TRANSFORMS HIMSELF INTO PETER PARKER AGAIN, A PAIR OF MERCILESS, MALEVOLENT EYES OBSERVE HIS EVERY MOVE--!
IT WORKED!! JUST AS I KNEW IT WOULD!
MY SPECIALLY-PREPARED GAS WEAKENED HIS SPIDER SENSE--WITHOUT HIM REALIZING IT!
THUS, THE GREEN GOBLIN WILL BE THE FIRST TO LEARN SPIDER-MAN'S REAL IDENTITY!

IT'S INCREDIBLE! HE'S JUST A KID--CAN'T BE MORE THAN NINETEEN OR TWENTY! I'D NEVER HAVE GUESSED!
I'D BETTER BE GETTING HOME NOW! I SURE DON'T WANT AUNT MAY TO WORRY ABOUT ME--
SPECIALLY--AFTER WHAT DOC BROMWELL SAID!

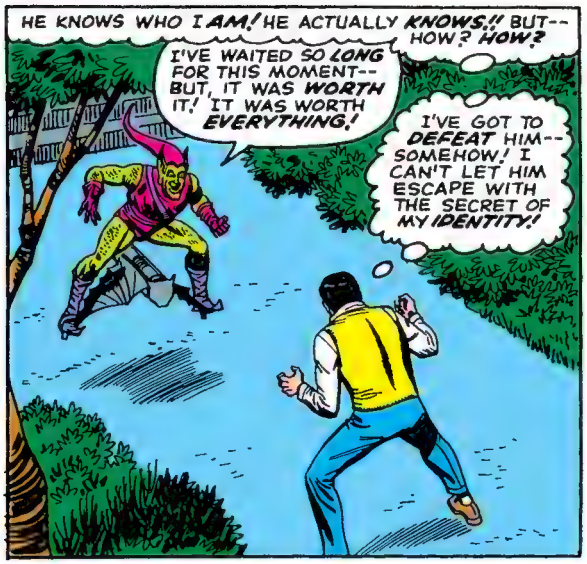
I COULD HAVE SWORN I HEARD A RUSTLING ABOVE ME--LIKE SOME BIG BIRD FLYING BY!
BUT, WHY DIDN'T MY SPIDER SENSE TINGLE? IT SHOULD HAVE REACTED LONG BEFORE MY EARS PICKED UP THE SOUND!

COME ON, PARKER, GET A GRIP ON YOURSELF! YOU'RE SO USED TO BEING IN TROUBLE, THAT WHEN YOU'RE NOT, YOU START IMAGINING THINGS!
NEXT THING I KNOW, I'LL START SEEING GOOFY COSTUMED SUPER-VILLAINS WHO AREN'T THERE!


THAT'S IT, LITTLE MAN--HEAD FOR HOME--SO THAT THE GALLIVANTING GREEN GOBLIN CAN SEE WHERE YOU LIVE!
ANYWAY, MY COLD SEEMS TO HAVE GOTTEN BETTER!
IT'S STRANGE HOW MY THOUGHTS KEEP RETURNING TO MY SPIDER SENSE--AS THOUGH SOMETHING DEEP INSIDE MY BRAIN IS TRYING TO TELL ME SOMETHING! BUT--WHAT CAN IT BE?
EVEN IF ANYONE WERE TO SEE ME NOW--I'D JUST BE AN ORDINARY COLLEGE KID, PROBABLY RETURNING HOME FROM A LATE DATE!
WHY IN BLAZES DO I FEEL SO JITTERY ALL OF A SUDDEN??
I SEEM TO REMEMBER THE LAST TIME I HAD THIS FEELING--IT WAS A FEW WEEKS AGO--WHEN I FOUGHT PROFESSOR STROMM AND THOSE DEADLY ROBOTS OF HIS--!*
I CAN SEE IT ALL IN MY MIND'S EYE NOW--CLEAR AS A PICTURE--
"WHILE I WAS BATTLING WITH STROMM, I SENSED A GUNMAN AT THE WINDOW ABOVE! I JUST HAD TIME TO PUSH BOTH OF US OUT OF THE LINE OF FIRE!"
MY SPIDER SENSE! IT'S TINGLING! A GUN--AT THAT WINDOW!
ANOTHER SECOND WOULD HAVE BEEN TOO LATE! HE'S ALL SET TO FIRE!
LOOK OUT!
* IN SPIDER-MAN #37, AS ALL LOYAL WEB-SPINNERS ARE SURE TO REMEMBER! -SPIDEY STAN!
WHOEVER IT IS, I CAN'T LET HIM GET AWAY!
"BUT, BY THE TIME I REACHED THE OPEN WINDOW--"
IT DOESN'T MAKE SENSE! IT ONLY TOOK ME TWO SECONDS TO GET UP HERE!
HOW COULD HE HAVE VANISHED SO SOON?
THAT WAS WHEN I FIRST BEGAN TO DOUBT MY SPIDER SENSE! HAD THERE REALLY BEEN SOMEONE AT THE WINDOW?
IF SO, HOW DID HE ESCAPE SO QUICKLY?
OR--WAS MY SPIDER SENSE BEGINNING TO FAIL ME??
I WONDER IF I'LL EVER KNOW?
WHAT'S THIS? HE'S NOT GOING HOME! HE'S ENTERING THE DAILY BUGLE BUILDING!
WELL--NO MATTER! I CAN AFFORD TO WAIT!
DAILY BUGLE
13

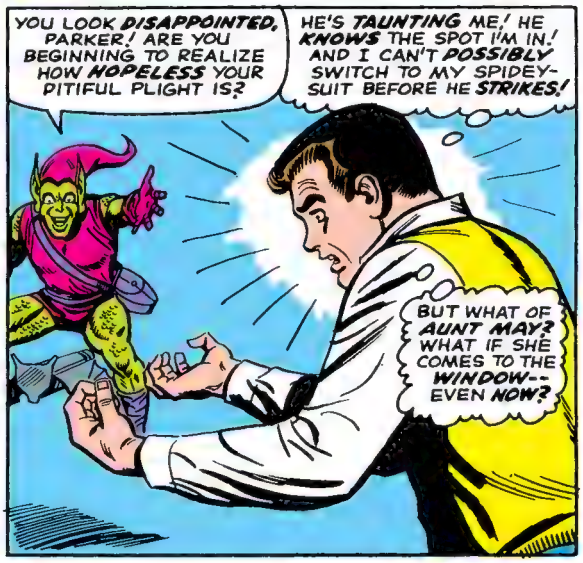
UH OH! THERE'S NED LEEDS! IF I WALK PAST HIM QUICKLY, MAYBE HE WON'T SEE ME!
I'M JUST NOT IN THE MOOD TO SPEND THE NEXT HOUR ARGUING WITH HIM ABOUT BETTY!
OKAY, IF YOU HEAR ANYTHING ABOUT HER, LET ME KNOW!
HELLO THERE, PARKER! I DIDN'T KNOW YOU WERE HERE!
NUTS! AND HE WOULDN'T HAVE KNOWN IF I COULD HELP IT!
I WAS JUST TRYING TO GET SOME INFO ON BETTY'S WHEREABOUTS--BUT NO LUCK YET!
I WANNA TELL YOU SOMETHING, FELLA--!
I'M SORRY I SNAPPED AT YOU THE OTHER DAY! IT'S JUST THAT I WAS UPSET ABOUT BETTY'S DISAPPEARANCE! I HAD NO CALL TO FLY OFF THE HANDLE AT YOU!
FIRST HARRY OSBORN, AND NOW HIM! NEXT, JAMESON HIMSELF WILL PROBABLY BLOW ME A KISS!
FORGET IT! I GUESS THE WHOLE THING WAS AS MUCH MY FAULT AS YOURS!
I HOPE YOU DO FIND HER, NED! AND WHEN YOU DO, YOU DON'T HAVE TO WORRY ABOUT ME! AS OF NOW, PETER PARKER IS OUT OF THE RACE! YOU'RE ON YOUR OWN!
I'LL NEVER UNDERSTAND WHAT THERE WAS THAT CAME BETWEEN YOU AND BETTY BRANT, PETE--BUT I APPRECIATE YOU LETTING ME KNOW WHERE YOU STAND!
IF I EVER GO OUT OF THE SPIDER-MAN BUSINESS, MAYBE I'LL OPEN UP A LONELY HEARTS AGENCY!
I DON'T KNOW WHAT MADE ME SAY THAT TO LEEDS--BUT, MAYBE IT'S JUST AS WELL THAT I DID! NOW I CAN PUT BETTY OUT OF MY MIND--FORGET HER FOREVER!
--IT SAYS HERE!
PARKER!! IS THAT YOU?!! I WANT TO SEE YOU!
UH OH! IT'S LAUGHING BOY JAMESON--THE LITTLE MARY SUNSHINE OF THE PUBLISHING WORLD!
HOW MANY TIMES DO I HAVETA TELL YOU THIS IS A NEWSPAPER OFFICE, NOT A CAMPUS HANGOUT?!! IF YOU HAVEN'T ANY PHOTOS FOR ME, GET LOST!
FUNNY YOU SHOULD MENTION THAT, J. J.!
I JUST HAPPEN TO HAVE AN EXCLUSIVE SERIES OF PIX SHOWING SPIDER-MAN WITH A GANG OF HOLD-UP HOODS HE CAPTURED!
YOU MEAN THOSE MUGS WHO WERE PICKED UP ON THE OBSERVATION TOWER A FEW HOURS AGO? WHY IN BLAZES DIDN'T YOU SAY SO?
YOU DIDN'T ASK ME!
HMMM... NOT BAD! NOT GOOD MAYBE, BUT NOT BAD! HOW'D YOU HAPPEN TO BE ON THE SCENE TO GET THESE SHOTS?
UH UH, MR. J.! REMEMBER OUR BARGAIN! ASK ME NO QUESTIONS, I TELL YOU NO LIES!
OKAY, OKAY! I SHOULD WORRY--SO LONG AS I CAN USE THE PIX! I'LL SEND YOU A CHECK NEXT WEEK!
FINE! I'LL KEEP THE PICTURES TILL THEN!

NO PUNK KID HOLDS UP J. JONAH JAMESON! YOU CAN HAVE YOUR CRUMMY PHOTOS!
THANKS! THE GLOBE PAYS MORE THAN YOU DO, ANYHOW!
THE GLOBE! THEY WOULDN'T TOUCH YOUR PIX WITH A TEN-FOOT POLE!
BUT, JUST BECAUSE I LIKE YOU TOO MUCH TO LET THEM TURN YOU DOWN, I'LL TAKE THOSE SHOTS OFF YOUR HANDS! AND HERE'S YOUR BLASTED MONEY!! NOW GET OUT--BEFORE I COME TO MY SENSES!
JUST LIKE EVERYONE SAYS, J. J., YOU'RE ALL HEART!
SURE! SURE! I'M ALL TANKED UP WITH THE MILK OF HUMAN KINDNESS!
BUT, AS FOR YOU....!
YOU CALL YOURSELF A PHOTO-GRAPHER? HORSE THIEF IS MORE LIKE IT! YOU ROBBED ME!! EVERYBODY ROBS ME--BECAUSE I'M SO EASY GOING!
HE ONLY PAID HALF WHAT THE PICTURES ARE WORTH--BUT I SHOULD WORRY!
THIS MONEY'S GONNA LOOK MIGHTY GOOD TO AUNT MAY--AND THAT'S ALL I CARE ABOUT!
THANKS TO MY LITTLE SHOTGUN MIKE, I HEARD HIM CALL HIMSELF PETER PARKER! SO NOW I KNOW HIS NAME!
IF ONLY I COULD SHAKE THIS FEELING OF--DANGER!
ALAS, POOR SPIDER-MAN! HIS PRECIOUS IDENTITY IS A SECRET NO LONGER!
AWW, ALL I PROBABLY NEED IS A GOOD NIGHT'S SLEEP! I'M PROBABLY JUST OVER-TIRED FROM ALL MY STUDYING AND WEB-SWINGING!
BUT I CAN'T WAIT TO SEE AUNT MAY'S FACE WHEN I GIVE HER THIS CHECK!--I JUST WISH IT COULD BE STILL MORE!
FUNNY--I STILL FEEL SOMEONE ELSE IS NEARBY!
AND THEN, BREAKING THE HEAVY SILENCE WITH THE SHRILL IMPACT OF A FINGERNAIL GRATING ALONG A BLACKBOARD, THE RAUCOUS, CACKLING VOICE OF THE GREEN GOBLIN CUTS THRU THE NIGHT AIR--
NO NEED TO GO INSIDE, PARKER! I'LL JUST HAVE TO GO AFTER YOU AND DRAG YOU OUT AGAIN!
THAT VOICE!! THEN--THERE WAS SOMEONE!! I--I'D RECOGNIZE IT ANYWHERE--!
THE GREEN GOBLIN!! YOU--YOU'VE FOUND ME!
CORRECT, PARKER! YOUR WEB-SLINGING MASQUERADE IS FINALLY FINISHED--
--AND SO ARE YOU--SPIDER-MAN!
15

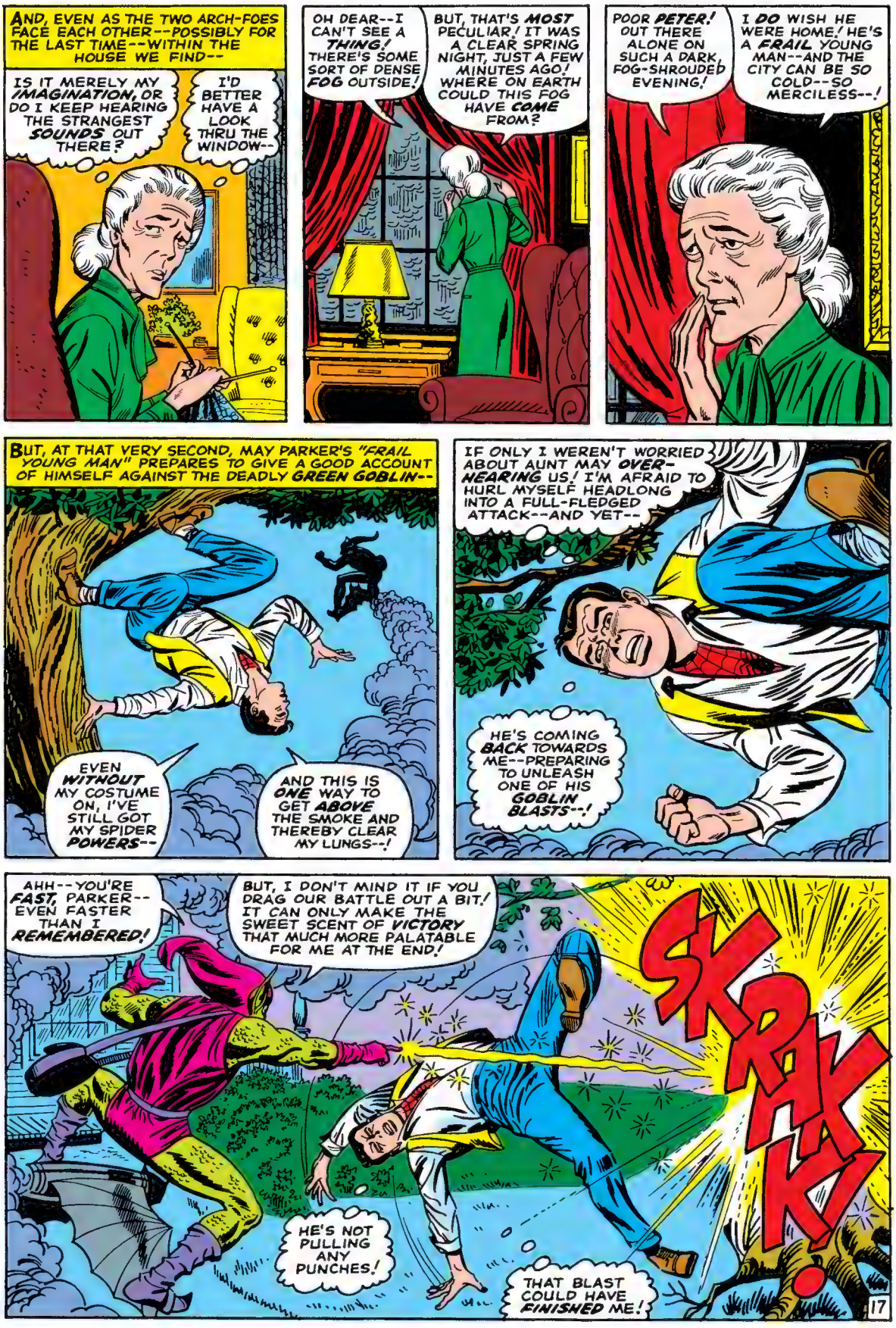

HE KNOWS WHO I AM! HE ACTUALLY KNOWS!! BUT-- HOW? HOW?
I'VE WAITED SO LONG FOR THIS MOMENT-- BUT, IT WAS WORTH IT! IT WAS WORTH EVERYTHING!
I'VE GOT TO DEFEAT HIM-- SOMEHOW! I CAN'T LET HIM ESCAPE WITH THE SECRET OF MY IDENTITY!

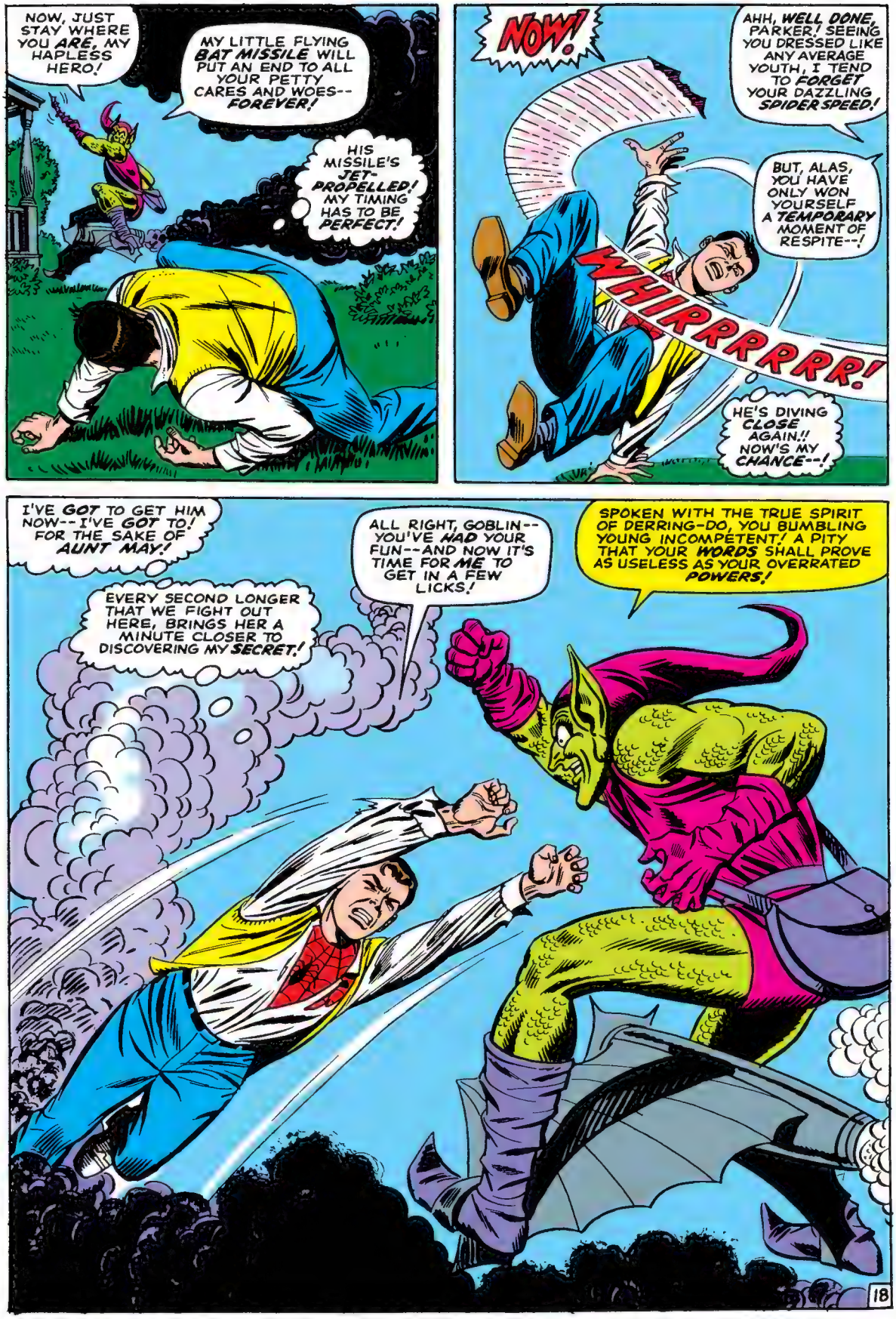
BUT--I JUST REMEMBERED --IT'S MORE THAN MY PROBLEM--!
AUNT MAY!! DOC BROMWELL SAID ANY SUDDEN SHOCK COULD BE FATAL TO HER! WHAT IF SHE LEARNS --ABOUT THIS?!!

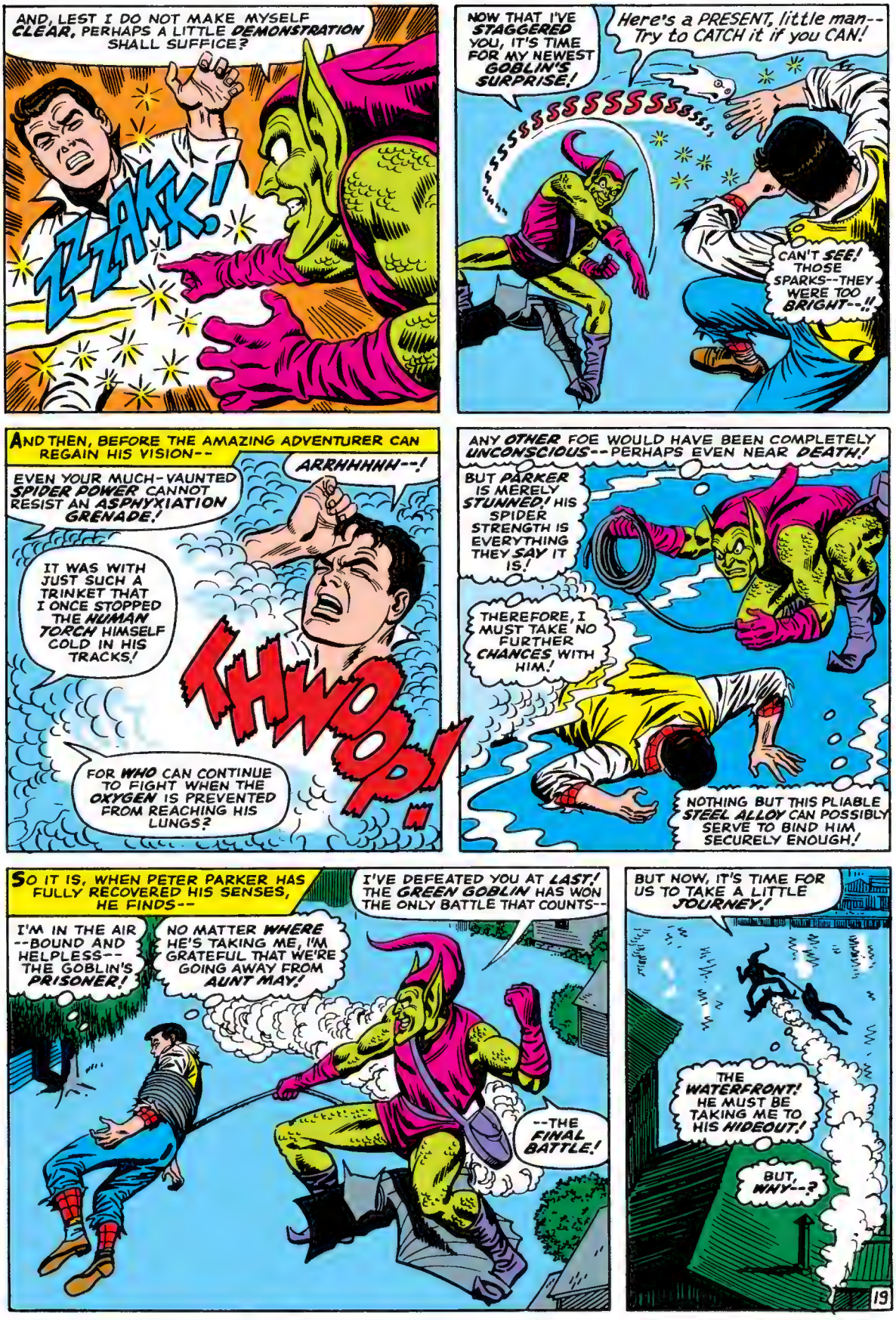
TORTURED BY AN UNRELENTING CONCERN FOR HIS BELOVED AUNT'S WELFARE, THE DESPERATE YOUTH SUDDENLY MAKES A LIGHTNING-FAST MOVE, ONLY TO FIND--
I'LL SNARE HIM WITH MY WEB BEFORE HE CAN-- OH--NO!
I FORGOT!! I'M NOT WEARING MY COSTUME!! MY WEB-SHOOTER'S IN MY BELT!


YOU LOOK DISAPPOINTED, PARKER! ARE YOU BEGINNING TO REALIZE HOW HOPELESS YOUR PITIFUL PLIGHT IS?
HE'S TAUNTING ME! HE KNOWS THE SPOT I'M IN! AND I CAN'T POSSIBLY SWITCH TO MY SPIDEY-SUIT BEFORE HE STRIKES!
BUT WHAT OF AUNT MAY? WHAT IF SHE COMES TO THE WINDOW-- EVEN NOW?

SO TORN BY WORRY AND DOUBT IS PETER PARKER, THAT HIS NORMALLY LIGHTNING-SWIFT REFLEXES FAIL TO COME TO HIS AID BEFORE THE GOBLIN CAN LAUNCH HIS CUNNING ATTACK--!
A SMOKE SCREEN!! TOOK ME BY SURPRISE-- FILLING MY LUNGS-- CHOKING ME--!
THE GREAT SPIDER-MAN-- NOTHING MORE THAN A CALLOW YOUTH--A PATHETIC STRIPLING!
IT IS ALMOST AN INSULT TO MY OWN GREAT POWERS FOR ME TO BATTLE ONE AS OUT-CLASSED AS YOU ARE!
BUT, HOW YOU SHALL NOW PAY--TO MAKE UP FOR THE MANY TIMES YOU'VE ESCAPED ME IN THE PAST!


AND, EVEN AS THE TWO ARCH-FOES FACE EACH OTHER--POSSIBLY FOR THE LAST TIME--WITHIN THE HOUSE WE FIND--
IS IT MERELY MY IMAGINATION, OR DO I KEEP HEARING THE STRANGEST SOUNDS OUT THERE?
I'D BETTER HAVE A LOOK THRU THE WINDOW--
OH DEAR--I CAN'T SEE A THING! THERE'S SOME SORT OF DENSE FOG OUTSIDE!
BUT, THAT'S MOST PECULIAR! IT WAS A CLEAR SPRING NIGHT, JUST A FEW MINUTES AGO! WHERE ON EARTH COULD THIS FOG HAVE COME FROM?
POOR PETER! OUT THERE ALONE ON SUCH A DARK, FOG-SHROUDED EVENING!
I DO WISH HE WERE HOME! HE'S A FRAIL YOUNG MAN--AND THE CITY CAN BE SO COLD--SO MERCILESS--!
BUT, AT THAT VERY SECOND, MAY PARKER'S "FRAIL YOUNG MAN" PREPARES TO GIVE A GOOD ACCOUNT OF HIMSELF AGAINST THE DEADLY GREEN GOBLIN--
EVEN WITHOUT MY COSTUME ON, I'VE STILL GOT MY SPIDER POWERS--
AND THIS IS ONE WAY TO GET ABOVE THE SMOKE AND THEREBY CLEAR MY LUNGS--!
IF ONLY I WEREN'T WORRIED ABOUT AUNT MAY OVER-HEARING US! I'M AFRAID TO HURL MYSELF HEADLONG INTO A FULL-FLEDGED ATTACK--AND YET--
HE'S COMING BACK TOWARDS ME--PREPARING TO UNLEASH ONE OF HIS GOBLIN BLASTS--!
AHH--YOU'RE FAST, PARKER--EVEN FASTER THAN I REMEMBERED!
BUT, I DON'T MIND IT IF YOU DRAG OUR BATTLE OUT A BIT! IT CAN ONLY MAKE THE SWEET SCENT OF VICTORY THAT MUCH MORE PALATABLE FOR ME AT THE END!
SKRAK!
HE'S NOT PULLING ANY PUNCHES!
THAT BLAST COULD HAVE FINISHED ME!


NOW, JUST STAY WHERE YOU ARE, MY HAPLESS HERO!
MY LITTLE FLYING BAT MISSILE WILL PUT AN END TO ALL YOUR PETTY CARES AND WOES-- FOREVER!
HIS MISSILE'S JET-PROPELLED! MY TIMING HAS TO BE PERFECT!
NOW!
AHH, WELL DONE, PARKER! SEEING YOU DRESSED LIKE ANY AVERAGE YOUTH, I TEND TO FORGET YOUR DAZZLING SPIDER SPEED!
BUT, ALAS, YOU HAVE ONLY WON YOURSELF A TEMPORARY MOMENT OF RESPITE--!
WHIRRRRRR!
HE'S DIVING CLOSE AGAIN!! NOW'S MY CHANCE--!
I'VE GOT TO GET HIM NOW-- I'VE GOT TO! FOR THE SAKE OF AUNT MAY!
EVERY SECOND LONGER THAT WE FIGHT OUT HERE, BRINGS HER A MINUTE CLOSER TO DISCOVERING MY SECRET!
ALL RIGHT, GOBLIN-- YOU'VE HAD YOUR FUN--AND NOW IT'S TIME FOR ME TO GET IN A FEW LICKS!
SPOKEN WITH THE TRUE SPIRIT OF DERRING-DO, YOU BUMBLING YOUNG INCOMPETENT! A PITY THAT YOUR WORDS SHALL PROVE AS USELESS AS YOUR OVERRATED POWERS!

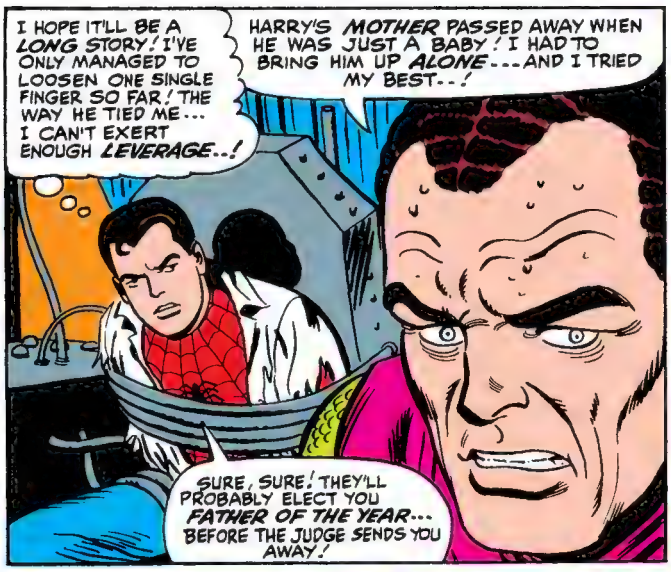

AND, LEST I DO NOT MAKE MYSELF CLEAR, PERHAPS A LITTLE DEMONSTRATION SHALL SUFFICE?
ZZAKK!
NOW THAT I'VE STAGGERED YOU, IT'S TIME FOR MY NEWEST GOBLIN'S SURPRISE!
Here's a PRESENT, little man-- Try to CATCH it if you CAN!
SSSSSSSSSSSS
CAN'T SEE! THOSE SPARKS--THEY WERE TOO BRIGHT--!!
AND THEN, BEFORE THE AMAZING ADVENTURER CAN REGAIN HIS VISION--
ARRHHHHH--!
EVEN YOUR MUCH-VAUNTED SPIDER POWER CANNOT RESIST AN ASPHYXIATION GRENADE!
IT WAS WITH JUST SUCH A TRINKET THAT I ONCE STOPPED THE HUMAN TORCH HIMSELF COLD IN HIS TRACKS!
THWOP!
FOR WHO CAN CONTINUE TO FIGHT WHEN THE OXYGEN IS PREVENTED FROM REACHING HIS LUNGS?
ANY OTHER FOE WOULD HAVE BEEN COMPLETELY UNCONSCIOUS--PERHAPS EVEN NEAR DEATH!
BUT PARKER IS MERELY STUNNED! HIS SPIDER STRENGTH IS EVERYTHING THEY SAY IT IS!
THEREFORE, I MUST TAKE NO FURTHER CHANCES WITH HIM!
NOTHING BUT THIS PLIABLE STEEL ALLOY CAN POSSIBLY SERVE TO BIND HIM SECURELY ENOUGH!
SO IT IS, WHEN PETER PARKER HAS FULLY RECOVERED HIS SENSES, HE FINDS--
I'M IN THE AIR --BOUND AND HELPLESS-- THE GOBLIN'S PRISONER!
NO MATTER WHERE HE'S TAKING ME, I'M GRATEFUL THAT WE'RE GOING AWAY FROM AUNT MAY!
I'VE DEFEATED YOU AT LAST! THE GREEN GOBLIN HAS WON THE ONLY BATTLE THAT COUNTS--
--THE FINAL BATTLE!
BUT NOW, IT'S TIME FOR US TO TAKE A LITTLE JOURNEY!
THE WATERFRONT! HE MUST BE TAKING ME TO HIS HIDEOUT!
BUT, WHY--?
19

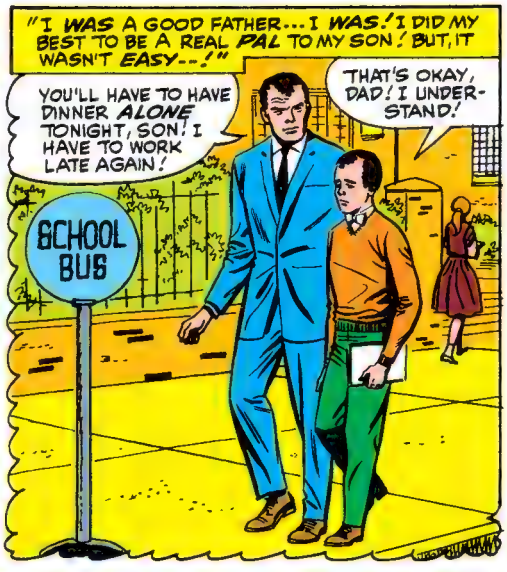
EXACTLY FORTY SECONDS LATER--
I MIGHT BE ABLE TO BREAK THESE STEEL ALLOY BONDS--IF I HAVE ENOUGH TIME!
BUT--HOW MUCH TIME WILL HE GIVE ME?
YOU ARE PROBABLY WONDERING WHAT FATE I HAVE IN STORE FOR YOU--!
WELL, REST ASSURED IT WILL BE ONE YOU DESERVE!
I'VE GOT TO STALL FOR TIME--SOMEHOW!
YOU MIGHT AS WELL FINISH ME OFF RIGHT NOW--BECAUSE IF YOU DELAY, I'LL END UP BEATING YOU--AS I DID IN THE PAST!
YOU NEVER BEAT ME!! THOSE WERE JUST ACCIDENTS--DO YOU HEAR--?? ACCIDENTS! YOU CAN'T RUSH ME NOW!! YOU'LL NEVER ESCAPE!
IT'S WORKING! HIS INSANE PRIDE WON'T LET HIM DO WHAT I SUGGESTED!
AND NOW, BEFORE YOU MEET YOUR END, I'VE ONE FINAL SURPRISE IN STORE FOR YOU--!
THAT'S IT! KEEP TALKING--BRAGGING--RANTING--ANYTHING!! JUST SO LONG AS I HAVE A LITTLE WHILE LONGER TO STRAIN AGAINST THESE COILS!
SINCE YOU'LL NEVER LIVE TO BETRAY ME TO ANOTHER SOUL, IT'S ONLY FITTING THAT YOU LEARN THE IDENTITY OF THE ONE WHO HAS BEATEN YOU!
AND SO, AT LONG LAST--THE GREEN GOBLIN WILL INTRODUCE HIMSELF--
TAKE A LOOK, PARKER--A GOOD, LONG LOOK--IT'S THE LAST FACE SPIDER-MAN WILL EVER SEE--
IT'S THE REAL FACE OF THE GREEN GOBLIN--THE FACE OF NORMAN OSBORN!
THOSE FEATURES!! THAT NAME! OF COURSE--YOU'RE RELATED TO MY OWN CLASSMATE!! YOU'RE HARRY OSBORN'S FATHER!
NEXT ISSUE:
"SPIDEY SAVES THE DAY!"

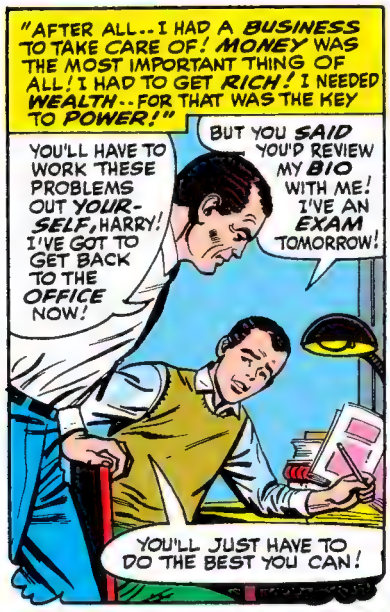
the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
IND.
40 SEPT
MARVEL COMICS GROUP
"SPIDEY SAVES THE DAY!"
THE END OF THE GREEN GOBLIN!

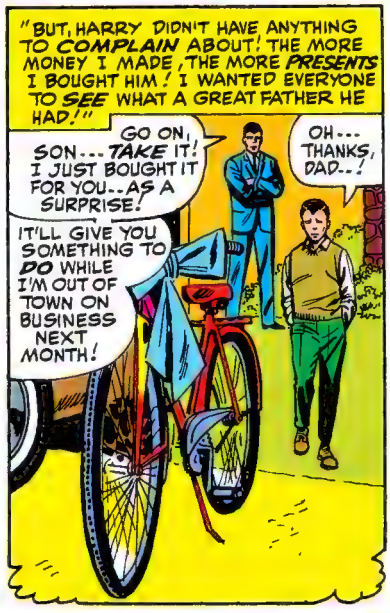
THE AMAZING SPIDER-MAN!
"SPIDEY SAVES THE DAY!"
FEATURING!
THE END OF THE GREEN GOBLIN!
IF YOU MISSED OUR LAST ISH BECAUSE YOU WERE ORBITING EARTH ON A SPACE SHIP (THE ONLY ACCEPTABLE REASON FOR A TRUE SPIDOPHILE'S COPPING OUT), ALL WE NEED TELL YOU IS THAT SPIDEY HAS BEEN CAPTURED AND UN-MASKED BY THE GREEN GOBLIN--- ONLY TO LEARN THAT HIS UBIQUITOUS ENEMY IS NONE OTHER THAN NORMAN OSBORN, FATHER OF PETER'S COLLEGE CLASSMATE, HARRY OSBORN! AND NOW, TIGER, YOU'RE ON YOUR OWN---
TAKE A LOOK AT MY FACE, PARKER--- A GOOD, LONG LOOK! IT'S THE LAST FACE YOU'LL EVER SEE--- IN THIS LIFE!
I'VE GOT TO STALL FOR TIME--- KEEP HIM TALKING--- WHILE I STRAIN AGAINST THESE STEEL ALLOY COILS HE'S TIED ME WITH!
I SHOULD HAVE KNOWN IT WOULD BE YOU, OSBORN! ANYONE WHO'D HAVE A SON LIKE HARRY--!
HARRY?? YOU KNOW MY SON?!!
CONCEIVED IN FANTASY, AND DEDICATED TO THE PROPOSITION THAT ALL MARVELITES ARE ENTITLED TO LIFE, LIBERTY, AND THE PURSUIT OF COMIC BOOK QUALITY! SO SAY WE ALL!
STAN LEE WRITER
JOHN ROMITA PENCILLER
MICKEY DEMEO INKER
SAM ROSEN LETTERER

YOU SHOULDN'T HAVE MENTIONED HARRY! WHY DID YOU REMIND ME OF HIM?
I MUSTN'T THINK OF HIM, DO YOU HEAR! I MUST FORGET... FORGET!
HE THINKS I'M JUST A SIMPLE BUSINESSMAN! HE MUST NEVER KNOW THE TRUTH... NEVER!
AND HE WON'T! YOU'LL NEVER TELL HIM! I WON'T LET YOU!
THAT'S ANOTHER REASON WHY YOU MUST DIE, PARKER! ONLY YOU KNOW WHO THE GREEN GOBLIN IS!... JUST AS I KNOW WHO SPIDER-MAN REALLY IS!
BUT WHAT HE DOESN'T KNOW IS... I'M JUST AS WORRIED ABOUT AUNT MAY LEARNING MY SECRET IDENTITY AS HE IS ABOUT HARRY LEARNING HIS!
I'VE GOT TO GET OUT OF THIS SOMEHOW-- FOR HER SAKE! THE SHOCK WOULD BE MORE THAN SHE COULD BEAR!
I CAN TELL THAT YOU'RE STRUGGLING TO BREAK THOSE COILS, PARKER! HOW I ENJOY WATCHING YOUR FUTILE, TORTURED EFFORTS!
THAT'S IT, MISTER... STAND THERE AND GLOAT... WHILE I KEEP TUGGING AT THESE BLASTED BONDS!
BUT, ENOUGH TALK! NOW I MUST FIND THE MOST SUITABLE MANNER OF ENDING YOUR INTERFERENCE FOREVER!
SPIDEY, IF YOU'VE EVER THOUGHT FAST... AND TALKED FASTER... YOU'VE GOTTA DO IT NOW!
I THINK THE COILS ARE LOOSENING! ALL I NEED IS TIME!
GREAT WORK, GOBBY! IT'LL MAKE A REAL CELEBRITY OUT OF YOUR SON, HARRY! NOT EVERY FELLA CAN HAVE A MURDERER IN THE FAMILY!
I WARNED YOU! DON'T MENTION HIM!
WHY NOT? WHAT HAVE I GOT TO LOSE? YOU CAN ONLY POLISH ME OFF ONCE!
OSBORN IS OBVIOUSLY A PSYCHOPATH! I'VE GOT TO PLAY ON HIS EMOTIONS... GOT TO KEEP HITTING HIM WHERE IT HURTS!
ANYWAY, YOU'RE NOT FOOLING ME! YOU DON'T GIVE A HOOT ABOUT HARRY! HE TOLD ME SO HIMSELF! HE TOLD ME HOW YOU'VE CHANGED TOWARDS HIM THESE PAST FEW YEARS!
LIES! ALL LIES! HE DOESN'T UNDERSTAND! NOBODY UNDERSTANDS! NOBODY REALLY KNOWS WHY I BECAME THE GREEN GOBLIN!
I WAS RIGHT! HE'S A REAL MENTAL CASE! MY ONLY CHANCE IS TO KEEP TAUNTING HIM!
BUT, I'VE GOT TO BE CAREFUL! ONE WRONG WORD COULD MAKE HIM VIOLENT... AND THEN, BYE-BYE SPIDEY!
BIG DEAL! WHO CARES WHY YOU BECAME THE GREEN GOBLIN? YOU PROBABLY LOST AN ELECTION BET OR SOMETHING! WHAT DOES IT MATTER?
YOU FOOL! I'LL SHOW YOU WHAT IT MATTERS! I'LL MAKE YOU LISTEN! THEN YOU'LL UNDERSTAND!
GOOD! IT'S WORKING!
2.

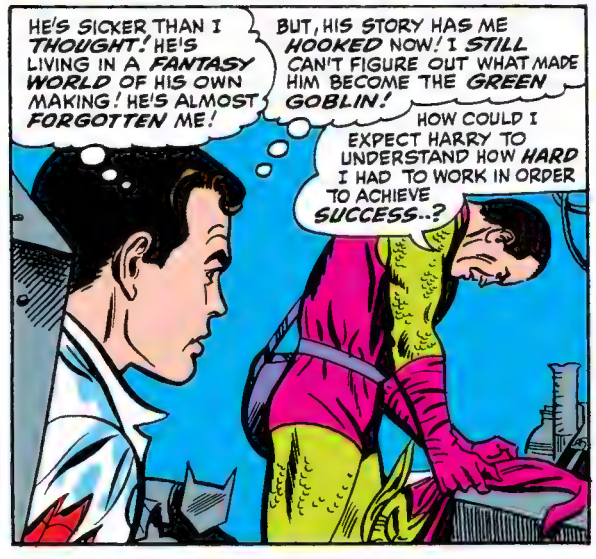

I HOPE IT'LL BE A LONG STORY! I'VE ONLY MANAGED TO LOOSEN ONE SINGLE FINGER SO FAR! THE WAY HE TIED ME... I CAN'T EXERT ENOUGH LEVERAGE..!
HARRY'S MOTHER PASSED AWAY WHEN HE WAS JUST A BABY! I HAD TO BRING HIM UP ALONE---AND I TRIED MY BEST--!
SURE, SURE! THEY'LL PROBABLY ELECT YOU FATHER OF THE YEAR... BEFORE THE JUDGE SENDS YOU AWAY!

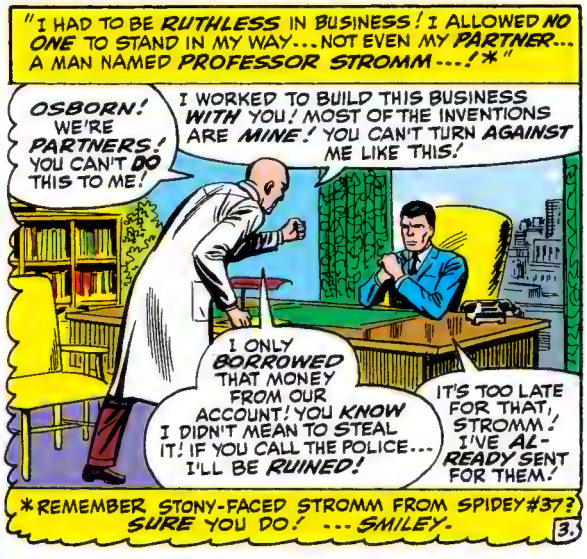

"I WAS A GOOD FATHER... I WAS! I DID MY BEST TO BE A REAL PAL TO MY SON! BUT, IT WASN'T EASY--!"
YOU'LL HAVE TO HAVE DINNER ALONE TONIGHT, SON! I HAVE TO WORK LATE AGAIN!
THAT'S OKAY, DAD! I UNDERSTAND!
SCHOOL BUS

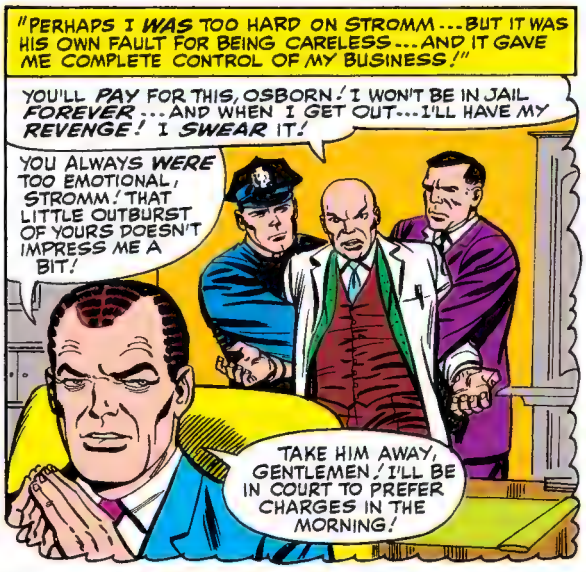

"AFTER ALL..I HAD A BUSINESS TO TAKE CARE OF! MONEY WAS THE MOST IMPORTANT THING OF ALL! I HAD TO GET RICH! I NEEDED WEALTH--FOR THAT WAS THE KEY TO POWER!"
YOU'LL HAVE TO WORK THESE PROBLEMS OUT YOURSELF, HARRY! I'VE GOT TO GET BACK TO THE OFFICE NOW!
BUT YOU SAID YOU'D REVIEW MY BIO WITH ME! I'VE AN EXAM TOMORROW!
YOU'LL JUST HAVE TO DO THE BEST YOU CAN!

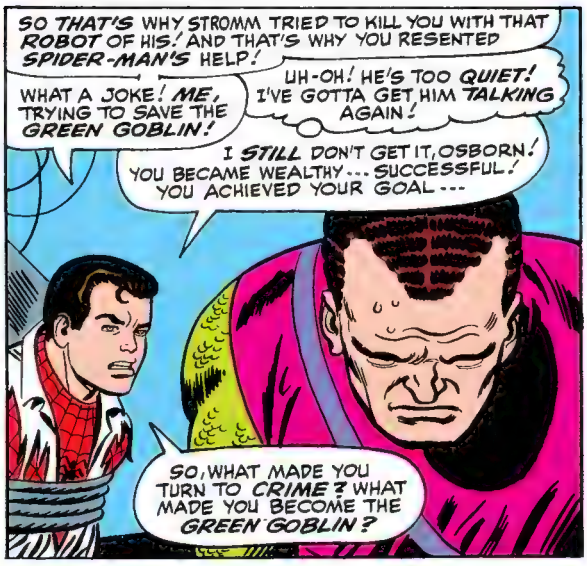

"BUT, HARRY DIDN'T HAVE ANYTHING TO COMPLAIN ABOUT! THE MORE MONEY I MADE, THE MORE PRESENTS I BOUGHT HIM! I WANTED EVERYONE TO SEE WHAT A GREAT FATHER HE HAD!"
GO ON, SON---TAKE IT! I JUST BOUGHT IT FOR YOU--AS A SURPRISE!
OH--- THANKS, DAD--!
IT'LL GIVE YOU SOMETHING TO DO WHILE I'M OUT OF TOWN ON BUSINESS NEXT MONTH!

"I EVEN TOOK HIM TO BALL GAMES WHEN I HAD A CHANCE! NOBODY CAN SAY I WASN'T A PERFECT FATHER, DO YOU HEAR..? NOBODY!"
DAD, DO YOU THINK--- MAYBE WE CAN TALK FOR A WHILE..?
SURE, HARRY, SURE! BUT WATCH THE GAME NOW! WE DON'T WANNA MISS ANY OF THIS!
LATER, KID! LATER--!
BUT---WE NEVER HAVE A CHANCE..!

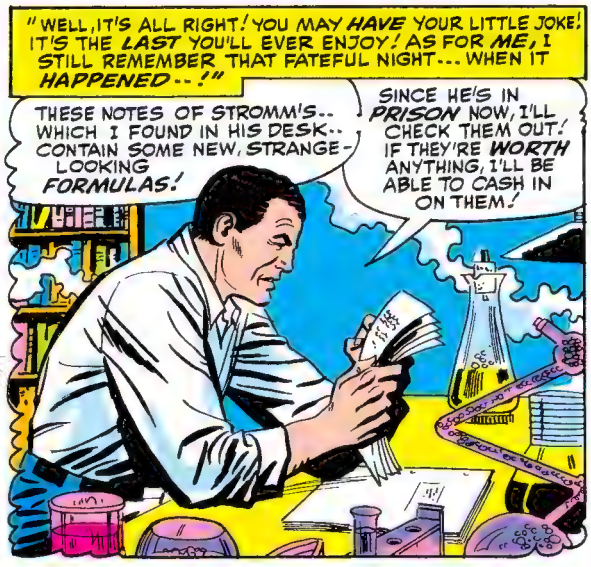

HE'S SICKER THAN I THOUGHT! HE'S LIVING IN A FANTASY WORLD OF HIS OWN MAKING! HE'S ALMOST FORGOTTEN ME!
BUT, HIS STORY HAS ME HOOKED NOW! I STILL CAN'T FIGURE OUT WHAT MADE HIM BECOME THE GREEN GOBLIN!
HOW COULD I EXPECT HARRY TO UNDERSTAND HOW HARD I HAD TO WORK IN ORDER TO ACHIEVE SUCCESS..?


"I HAD TO BE RUTHLESS IN BUSINESS! I ALLOWED NO ONE TO STAND IN MY WAY...NOT EVEN MY PARTNER... A MAN NAMED PROFESSOR STROMM---!*"
OSBORN! WE'RE PARTNERS! YOU CAN'T DO THIS TO ME!
I WORKED TO BUILD THIS BUSINESS WITH YOU! MOST OF THE INVENTIONS ARE MINE! YOU CAN'T TURN AGAINST ME LIKE THIS!
I ONLY BORROWED THAT MONEY FROM OUR ACCOUNT! YOU KNOW I DIDN'T MEAN TO STEAL IT! IF YOU CALL THE POLICE... I'LL BE RUINED!
IT'S TOO LATE FOR THAT, STROMM! I'VE ALREADY SENT FOR THEM!
*REMEMBER STONY-FACED STROMM FROM SPIDEY#37? SURE YOU DO! --- SMILEY.

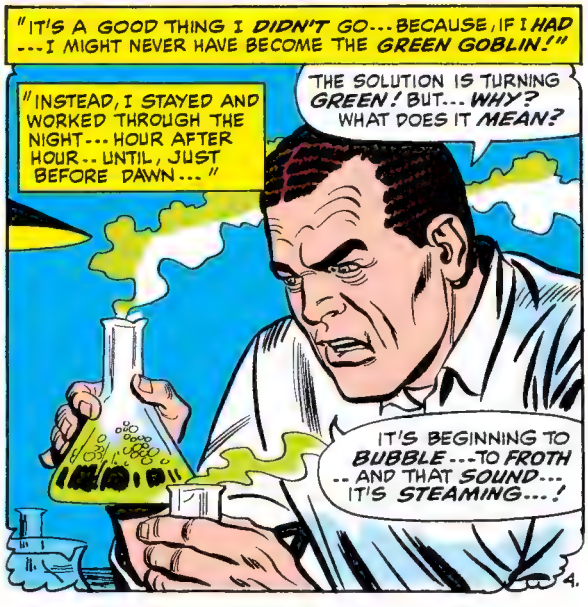

"PERHAPS I WAS TOO HARD ON STROMM---BUT IT WAS HIS OWN FAULT FOR BEING CARELESS---AND IT GAVE ME COMPLETE CONTROL OF MY BUSINESS!"
YOU'LL PAY FOR THIS, OSBORN! I WON'T BE IN JAIL FOREVER---AND WHEN I GET OUT---I'LL HAVE MY REVENGE! I SWEAR IT!
YOU ALWAYS WERE TOO EMOTIONAL, STROMM! THAT LITTLE OUTBURST OF YOURS DOESN'T IMPRESS ME A BIT!
TAKE HIM AWAY, GENTLEMEN! I'LL BE IN COURT TO PREFER CHARGES IN THE MORNING!


SO THAT'S WHY STROMM TRIED TO KILL YOU WITH THAT ROBOT OF HIS! AND THAT'S WHY YOU RESENTED SPIDER-MAN'S HELP!
WHAT A JOKE! ME, TRYING TO SAVE THE GREEN GOBLIN!
UH-OH! HE'S TOO QUIET! I'VE GOTTA GET HIM TALKING AGAIN!
I STILL DON'T GET IT, OSBORN! YOU BECAME WEALTHY---SUCCESSFUL! YOU ACHIEVED YOUR GOAL---
SO, WHAT MADE YOU TURN TO CRIME? WHAT MADE YOU BECOME THE GREEN GOBLIN?

I'VE TOLD YOU SO MUCH---I MIGHT AS WELL TELL YOU THE REST! AFTER ALL, MY SECRET WILL DIE WITH YOU!
NOT IF I CAN HELP IT, MISTER!
THERE! THAT'S ANOTHER FINGER I MANAGED TO WORK LOOSE!
SO? WHAT HAPPENED? DID YOU WIN A GREEN COSTUME IN A RAFFLE, OR SOMETHING?
YOU'RE MOCKING ME, ARE YOU--?


"WELL, IT'S ALL RIGHT! YOU MAY HAVE YOUR LITTLE JOKE! IT'S THE LAST YOU'LL EVER ENJOY! AS FOR ME, I STILL REMEMBER THAT FATEFUL NIGHT---WHEN IT HAPPENED--!"
THESE NOTES OF STROMM'S--WHICH I FOUND IN HIS DESK--CONTAIN SOME NEW, STRANGE-LOOKING FORMULAS!
SINCE HE'S IN PRISON NOW, I'LL CHECK THEM OUT! IF THEY'RE WORTH ANYTHING, I'LL BE ABLE TO CASH IN ON THEM!

"AND THEN, HARRY CAME IN---BUT I COULDN'T BE BOTHERED WITH HIM AT A TIME LIKE THAT---
DAD, HAVE YOU FORGOTTEN? IT'S PARENTS' NIGHT AT MY SCHOOL THIS EVENING! WE SHOULD BE THERE BY NOW!
FORGET IT, SON! I CAN'T MAKE IT NOW! YOU GO ON AHEAD---MAYBE I'LL GET THERE BEFORE IT'S OVER!
BUT, I THOUGHT--!
I SAID FORGET IT!


"IT'S A GOOD THING I DIDN'T GO---BECAUSE, IF I HAD ---I MIGHT NEVER HAVE BECOME THE GREEN GOBLIN!"
"INSTEAD, I STAYED AND WORKED THROUGH THE NIGHT---HOUR AFTER HOUR--UNTIL, JUST BEFORE DAWN---"
THE SOLUTION IS TURNING GREEN! BUT--- WHY? WHAT DOES IT MEAN?
IT'S BEGINNING TO BUBBLE---TO FROTH --AND THAT SOUND--- IT'S STEAMING---!

"AND THEN ... A SECOND LATER ... THE WORLD *EXPLODED* BEFORE ME ..!"

WHOOM!

"I WAS IN THE HOSPITAL FOR *WEEKS*, AS THE BEST SURGEONS IN THE STATE WORKED NIGHT AND DAY TO SAVE MY LIFE!"

THE DAMAGE IS DEEP WITHIN HIS *BRAIN!* BUT..THERE'S NO WAY WE CAN *REACH* IT!

AT LEAST WE'VE SAVED HIS *LIFE!* HIS RECOVERY SHOULD BE RAPID NOW!

"THE *FOOLS!* THEY THOUGHT MY BRAIN HAD BEEN *DAMAGED!* THEY DIDN'T SUSPECT THAT THE ACCIDENT MADE ME MORE *BRILLIANT* THAN I HAD EVER *BEEN!* NO *ONE* SUSPECTED... NOT EVEN MY *SON!*"

YOU MAY SEE YOUR FATHER NOW...

POOR DAD! IT'S ALL *MY* FAULT! HE MUST HAVE BEEN OVERWORKED, TIRED... TRYING TO EARN ENOUGH MONEY TO SUPPORT *ME!*

"BUT, I HAD NO *PATIENCE* WITH HARRY... OR WITH *ANYBODY!* I WANTED TO BE ALONE..TO THINK... TO *PLAN!* SO, A FEW DAYS LATER..."

GO DOWNSTAIRS AND CALL A *TAXI!* I'M GETTING *OUT* OF HERE!

AND GET THAT *HANG-DOG* LOOK OFF YOUR FACE! IT *BOTHERS* ME!

HOW DID SOMEONE LIKE *ME* EVER HAVE A SNIVELLING WEAKLING OF A SON LIKE *YOU?!!*

DAD.. WHAT'S *WRONG?* WHY ARE YOU *ANGRY* AT ME? WHA... WHAT HAVE I *DONE?*

YOU HAVEN'T DONE *ANYTHING!* THAT'S THE *TROUBLE!* YOU'RE A SPINELESS JELLYFISH.. LIKE EVERY-ONE *ELSE!*

NOW, BE *QUIET!* I'VE GOT TO *CONCENTRATE!*

"ALTHOUGH NOBODY *KNEW* IT, MY ACCIDENT HAD MADE ME THINK *CLEARER* THAN EVER BEFORE! SUDDENLY, A DARING *PLAN* TOOK SHAPE IN MY MIND..!"

I'M STRONGER..SMARTER... *TOUGHER* THAN ANYONE ELSE! AND I HAVE ALL SORTS OF *SCIENTIFIC DEVICES* IN MY CHEMICAL COMPANY THAT I CAN USE!

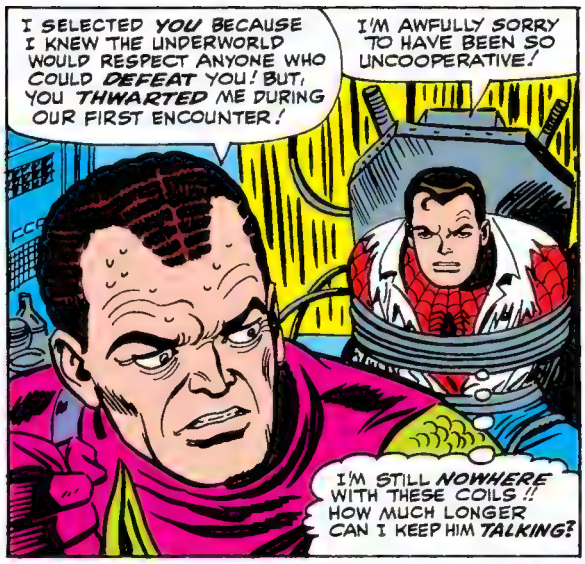
I COULD BECOME THE GREATEST *COSTUMED CRIMINAL* OF ALL TIME!!

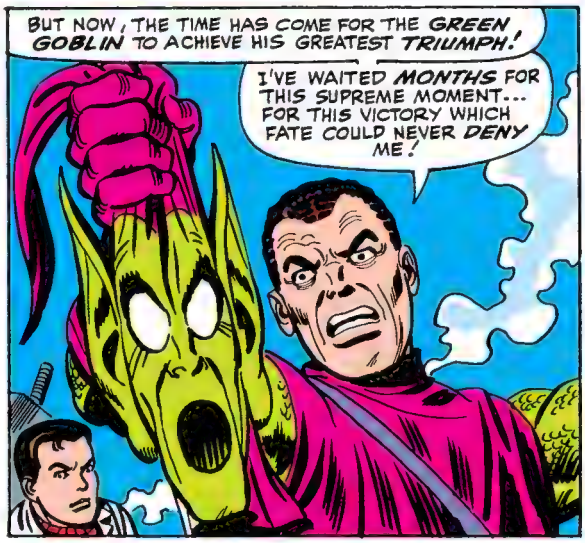
"THE IDEA BECAME AN *OBSESSION* WITH ME! IT HAUNTED ME NIGHT AND DAY! I KNEW I HAD TO *DO* IT! AND SO, MANY MONTHS LATER..."

THE *FACE* IS PERFECT! NOW TO DESIGN THE *REST* OF THE COSTUME!

I'LL MAKE IT MY FAVORITE COLOR... *GREEN!*

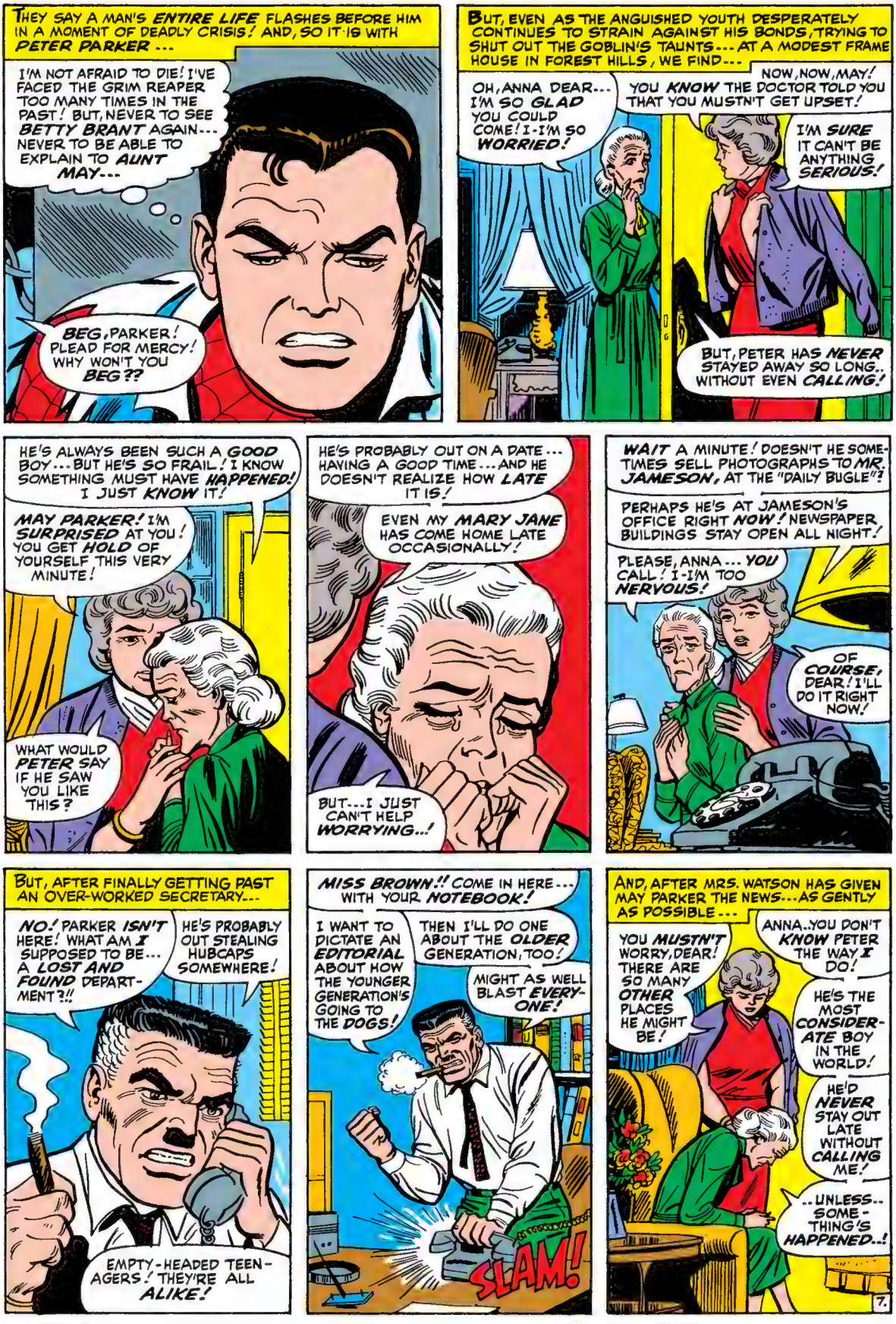
"AND SO...AT LAST--THE GREEN GOBLIN WAS BORN!"
NOW FOR MY FIRST VICTIM...
THE AMAZING SPIDER-MAN HIMSELF!

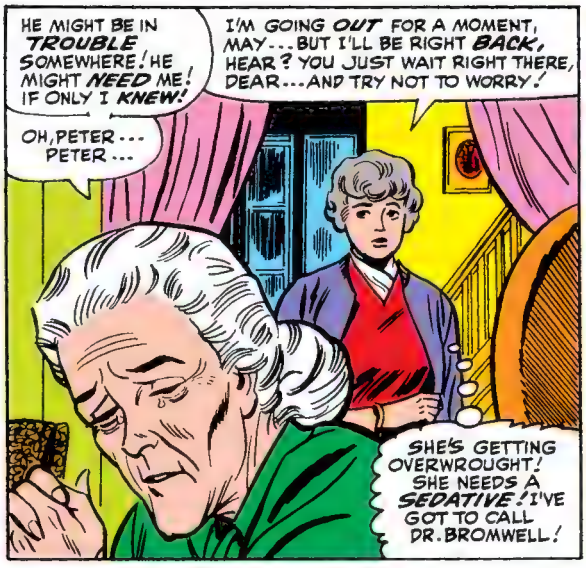

I SELECTED YOU BECAUSE I KNEW THE UNDERWORLD WOULD RESPECT ANYONE WHO COULD DEFEAT YOU! BUT, YOU THWARTED ME DURING OUR FIRST ENCOUNTER!
I'M AWFULLY SORRY TO HAVE BEEN SO UNCOOPERATIVE!
I'M STILL NOWHERE WITH THESE COILS!! HOW MUCH LONGER CAN I KEEP HIM TALKING?

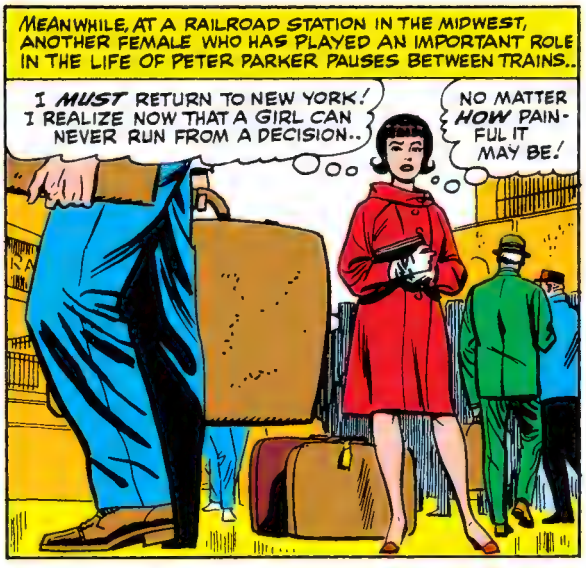

BUT NOW, THE TIME HAS COME FOR THE GREEN GOBLIN TO ACHIEVE HIS GREATEST TRIUMPH!
I'VE WAITED MONTHS FOR THIS SUPREME MOMENT... FOR THIS VICTORY WHICH FATE COULD NEVER DENY ME!

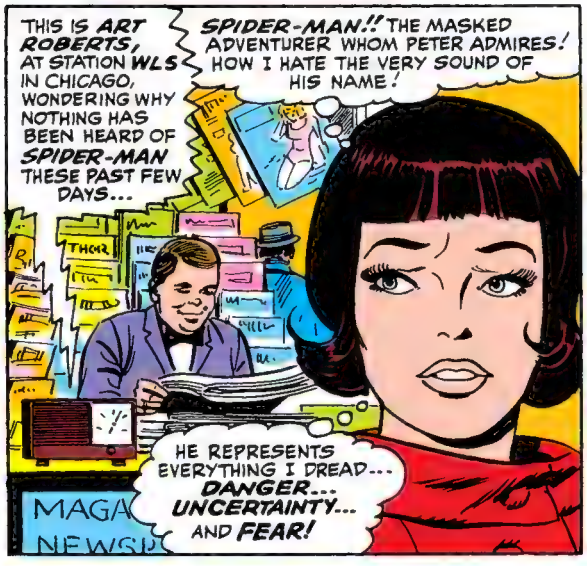
I CAN'T GIVE UP NOW.. I MUSTN'T! FOR THE SAKE OF AUNT MAY! BUT.. THE STEEL ALLOY IS TOO STRONG--I..I STILL CAN'T SNAP IT!!
HOW FITTING IT IS THAT THE FACE OF THE GREEN GOBLIN SHALL BE THE LAST SIGHT YOU'LL EVER BEHOLD... IN THIS LIFETIME!

HE WAS JUST A GREEDY, RUTHLESS BUSINESSMAN BEFORE HIS ACCIDENT... BUT THE CHEMICAL CHANGED HIM ... FOR THE WORSE!
BUT, I MUSTN'T LET THE END BE TOO EASY FOR YOU..!
NOW, WHAT DO I DO? HOW DO YOU REASON WITH.. A MADMAN?!!
FIRST, YOU MUST SIT THERE... HELPLESSLY.. AND WONDER HOW I SHALL STRIKE... AND AT WHAT PRECISE INSTANT YOU'LL PERISH!

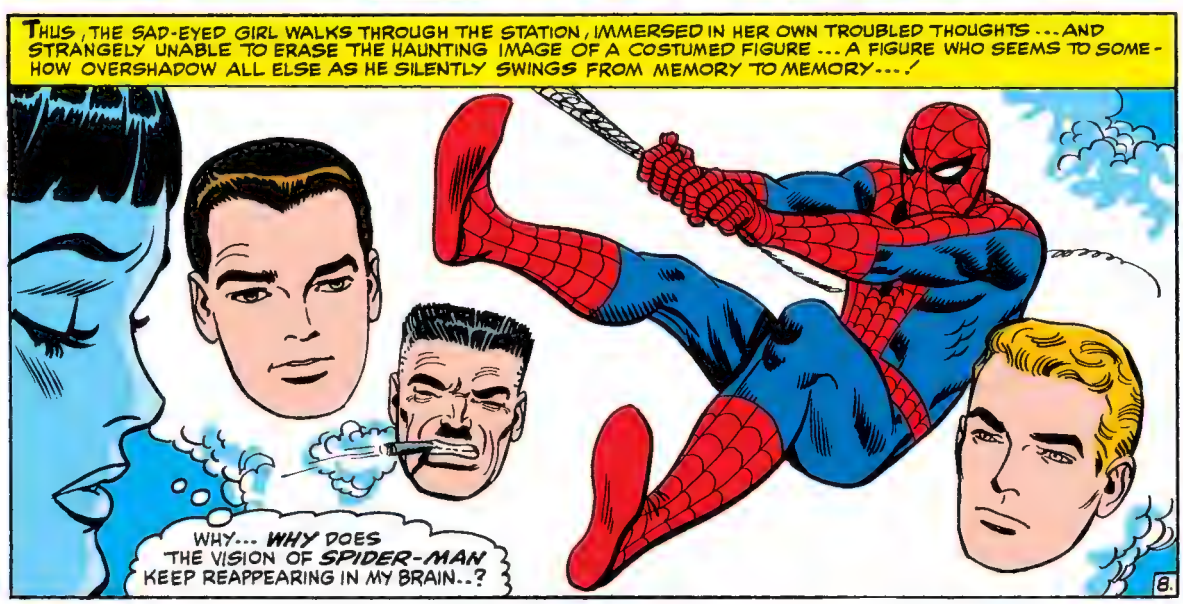

THEY SAY A MAN'S ENTIRE LIFE FLASHES BEFORE HIM IN A MOMENT OF DEADLY CRISIS! AND, SO IT IS WITH PETER PARKER ---
I'M NOT AFRAID TO DIE! I'VE FACED THE GRIM REAPER TOO MANY TIMES IN THE PAST! BUT, NEVER TO SEE BETTY BRANT AGAIN--- NEVER TO BE ABLE TO EXPLAIN TO AUNT MAY---
BEG, PARKER! PLEAD FOR MERCY! WHY WON'T YOU BEG??
BUT, EVEN AS THE ANGUISHED YOUTH DESPERATELY CONTINUES TO STRAIN AGAINST HIS BONDS, TRYING TO SHUT OUT THE GOBLIN'S TAUNTS--- AT A MODEST FRAME HOUSE IN FOREST HILLS, WE FIND---
OH, ANNA DEAR--- I'M SO GLAD YOU COULD COME! I-I'M SO WORRIED!
NOW, NOW, MAY! YOU KNOW THE DOCTOR TOLD YOU THAT YOU MUSTN'T GET UPSET!
I'M SURE IT CAN'T BE ANYTHING SERIOUS!
BUT, PETER HAS NEVER STAYED AWAY SO LONG.. WITHOUT EVEN CALLING!
HE'S ALWAYS BEEN SUCH A GOOD BOY--- BUT HE'S SO FRAIL! I KNOW SOMETHING MUST HAVE HAPPENED! I JUST KNOW IT!
MAY PARKER! I'M SURPRISED AT YOU! YOU GET HOLD OF YOURSELF THIS VERY MINUTE!
WHAT WOULD PETER SAY IF HE SAW YOU LIKE THIS?
HE'S PROBABLY OUT ON A DATE--- HAVING A GOOD TIME--- AND HE DOESN'T REALIZE HOW LATE IT IS!
EVEN MY MARY JANE HAS COME HOME LATE OCCASIONALLY!
BUT---I JUST CAN'T HELP WORRYING..!
WAIT A MINUTE! DOESN'T HE SOMETIMES SELL PHOTOGRAPHS TO MR. JAMESON, AT THE "DAILY BUGLE"?
PERHAPS HE'S AT JAMESON'S OFFICE RIGHT NOW! NEWSPAPER BUILDINGS STAY OPEN ALL NIGHT!
PLEASE, ANNA--- YOU CALL! I-I'M TOO NERVOUS!
OF COURSE, DEAR! I'LL DO IT RIGHT NOW!
BUT, AFTER FINALLY GETTING PAST AN OVER-WORKED SECRETARY---
NO! PARKER ISN'T HERE! WHAT AM I SUPPOSED TO BE--- A LOST AND FOUND DEPARTMENT?!!
HE'S PROBABLY OUT STEALING HUBCAPS SOMEWHERE!
EMPTY-HEADED TEENAGERS! THEY'RE ALL ALIKE!
MISS BROWN!! COME IN HERE--- WITH YOUR NOTEBOOK!
I WANT TO DICTATE AN EDITORIAL ABOUT HOW THE YOUNGER GENERATION'S GOING TO THE DOGS!
THEN I'LL DO ONE ABOUT THE OLDER GENERATION, TOO!
MIGHT AS WELL BLAST EVERYONE!
SLAM!
AND, AFTER MRS. WATSON HAS GIVEN MAY PARKER THE NEWS--- AS GENTLY AS POSSIBLE---
YOU MUSTN'T WORRY, DEAR! THERE ARE SO MANY OTHER PLACES HE MIGHT BE!
ANNA..YOU DON'T KNOW PETER THE WAY I DO!
HE'S THE MOST CONSIDERATE BOY IN THE WORLD!
HE'D NEVER STAY OUT LATE WITHOUT CALLING ME!
..UNLESS.. SOMETHING'S HAPPENED..!
7.


HE MIGHT BE IN TROUBLE SOMEWHERE! HE MIGHT NEED ME! IF ONLY I KNEW!
I'M GOING OUT FOR A MOMENT, MAY---BUT I'LL BE RIGHT BACK, HEAR? YOU JUST WAIT RIGHT THERE, DEAR---AND TRY NOT TO WORRY!
OH, PETER--- PETER---
SHE'S GETTING OVERWROUGHT! SHE NEEDS A SEDATIVE! I'VE GOT TO CALL DR. BROMWELL!

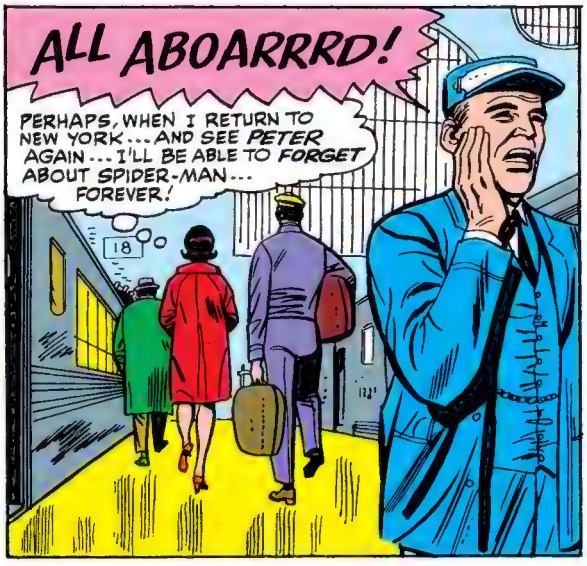

MEANWHILE, AT A RAILROAD STATION IN THE MIDWEST, ANOTHER FEMALE WHO HAS PLAYED AN IMPORTANT ROLE IN THE LIFE OF PETER PARKER PAUSES BETWEEN TRAINS..
I MUST RETURN TO NEW YORK! I REALIZE NOW THAT A GIRL CAN NEVER RUN FROM A DECISION..
NO MATTER HOW PAINFUL IT MAY BE!


THIS IS ART ROBERTS, AT STATION WLS IN CHICAGO, WONDERING WHY NOTHING HAS BEEN HEARD OF SPIDER-MAN THESE PAST FEW DAYS...
SPIDER-MAN!! THE MASKED ADVENTURER WHOM PETER ADMIRES! HOW I HATE THE VERY SOUND OF HIS NAME!
HE REPRESENTS EVERYTHING I DREAD--- DANGER--- UNCERTAINTY--- AND FEAR!

BUT, WHY DWELL ON SPIDER-MAN WHEN I HAVE A FAR BIGGER PROBLEM!?
IF I RETURN TO THE DAILY BUGLE, WILL MR. JAMESON GIVE ME MY OLD JOB BACK?
AND, IF HE DOES.. WHAT WILL IT BE LIKE, SEEING PETER PARKER AND NED LEEDS AGAIN?
AND, WHAT WILL THEY SAY WHEN THEY SEE ME? WILL THERE STILL BE A PLACE IN THEIR LIVES FOR--- BETTY BRANT?

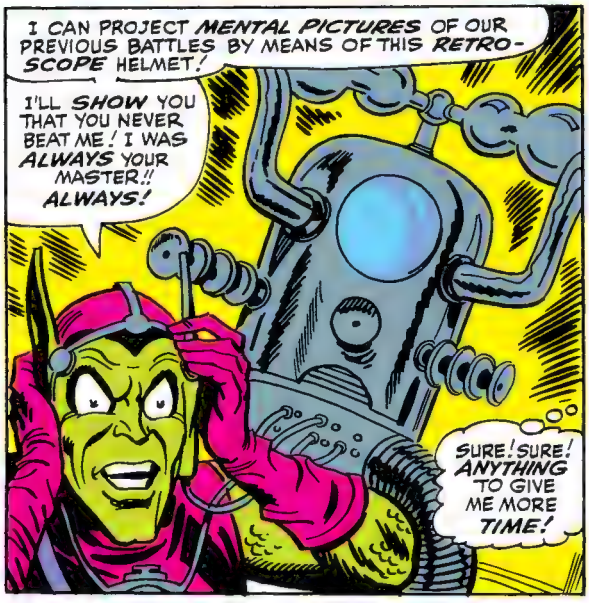

THUS, THE SAD-EYED GIRL WALKS THROUGH THE STATION, IMMERSED IN HER OWN TROUBLED THOUGHTS---AND STRANGELY UNABLE TO ERASE THE HAUNTING IMAGE OF A COSTUMED FIGURE---A FIGURE WHO SEEMS TO SOMEHOW OVERSHADOW ALL ELSE AS HE SILENTLY SWINGS FROM MEMORY TO MEMORY---!
WHY... WHY DOES THE VISION OF SPIDER-MAN KEEP REAPPEARING IN MY BRAIN..?

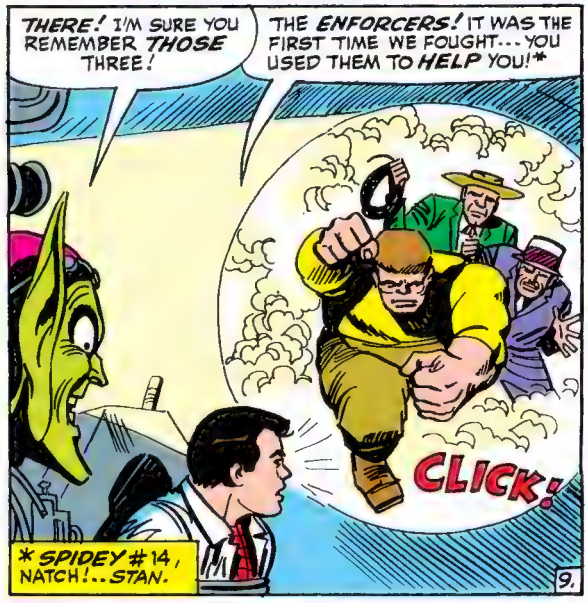
WHEN I THINK OF ALL THE TIMES I'VE SEEN SPIDER-MAN... SPOKEN TO HIM... AND YET, HE'S AN ENIGMA!
HE COULD BE ANYBODY... EVEN SOMEONE WHOM I KNOW!
BUT.. I HOPE.. AND PRAY... THAT HE ISN'T! I COULDN'T STAND IT IF HE WERE SOMEONE CLOSE TO ME... SOMEONE WHOM.. I LOVE!

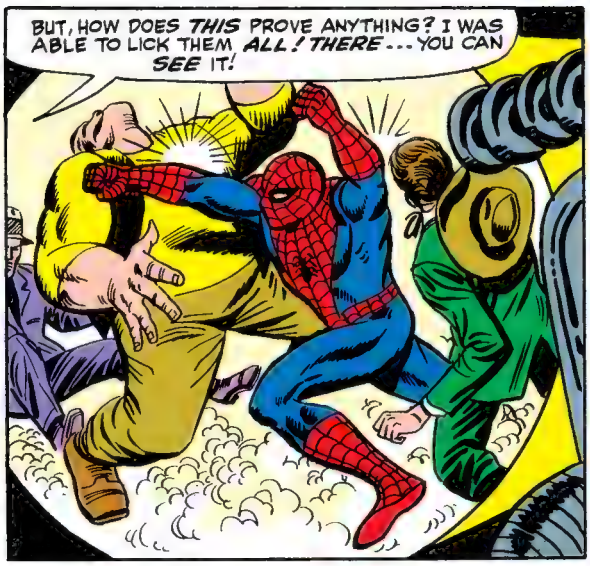

ALL ABOARRRD!
PERHAPS, WHEN I RETURN TO NEW YORK... AND SEE PETER AGAIN... I'LL BE ABLE TO FORGET ABOUT SPIDER-MAN... FOREVER!

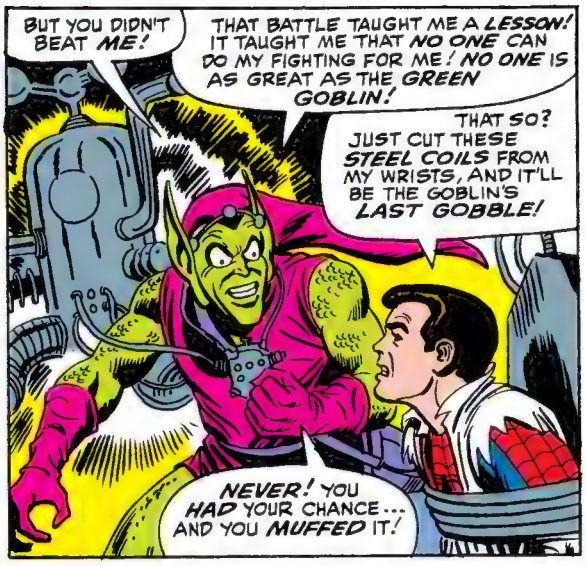
AS YOU PROBABLY GUESSED BY NOW, THE PAGES YOU'VE JUST READ ARE A TYPICAL MARVEL DEVICE FOR BRINGING NEW READERS UP TO DATE AS PAINLESSLY AS POSSIBLE! (WE JUST DIDN'T WANT YOU TO THINK YOU'D PICKED UP A ROMANCE BOOK BY MISTAKE!) BUT NOW, FACE FRONT! IT'LL BE WEB-SPINNIN' TIME BEFORE YOU KNOW IT..!
SO! YOU THINK YOU CAN ROB ME OF MY SATISFACTION BY SITTING THERE WITH YOUR EYES CLOSED!
WELL, IT WON'T WORK!!

THAT'S IT, GOBLIN! RANT AND RAVE AT ME... SAY ANYTHING... JUST SO LONG AS YOU KEEP TALKING!
IF ONLY I CAN KEEP GOADING HIM!
YOU'RE A WASHOUT, MAN! I BEAT YOU EVERY TIME WE FOUGHT BEFORE... AND I'LL FIND A WAY TO BEAT YOU AGAIN!
NO! YOU LIE.. DO YOU HEAR?? YOU LIE! YOU NEVER BEAT ME!!
I'LL PROVE IT TO YOU!

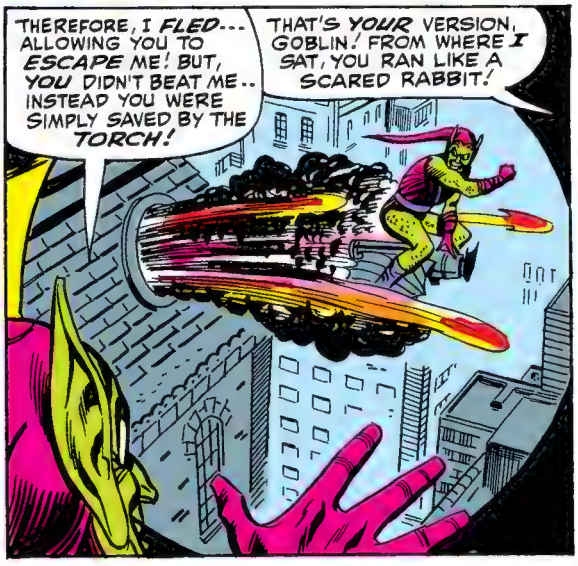

I CAN PROJECT MENTAL PICTURES OF OUR PREVIOUS BATTLES BY MEANS OF THIS RETRO-SCOPE HELMET!
I'LL SHOW YOU THAT YOU NEVER BEAT ME! I WAS ALWAYS YOUR MASTER!! ALWAYS!
SURE! SURE! ANYTHING TO GIVE ME MORE TIME!

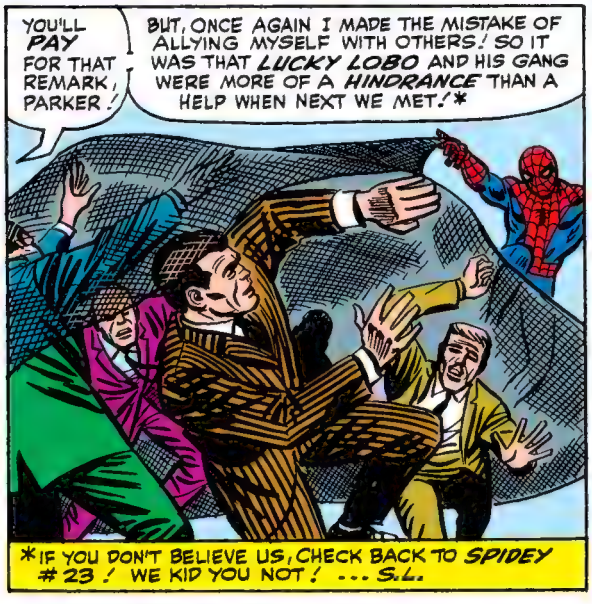

THERE! I'M SURE YOU REMEMBER THOSE THREE!
THE ENFORCERS! IT WAS THE FIRST TIME WE FOUGHT... YOU USED THEM TO HELP YOU!*
CLICK!
* SPIDEY #14, NATCH!.. STAN.


BUT, HOW DOES THIS PROVE ANYTHING? I WAS ABLE TO LICK THEM ALL! THERE... YOU CAN SEE IT!


BUT YOU DIDN'T BEAT ME!
THAT BATTLE TAUGHT ME A LESSON! IT TAUGHT ME THAT NO ONE CAN DO MY FIGHTING FOR ME! NO ONE IS AS GREAT AS THE GREEN GOBLIN!
THAT SO? JUST CUT THESE STEEL COILS FROM MY WRISTS, AND IT'LL BE THE GOBLIN'S LAST GOBBLE!
NEVER! YOU HAD YOUR CHANCE... AND YOU MUFFED IT!

THEN, THE NEXT TIME WE FOUGHT, YOU WERE SAVED BY THE SUDDEN APPEARANCE OF THE HUMAN TORCH..!*
BUT I HAD NO DESIRE TO FIGHT HIM! IT WAS YOU WHO WERE THE ENEMY!
*SPIDEY #17... AS IF YOU DIDN'T KNOW! ... S.

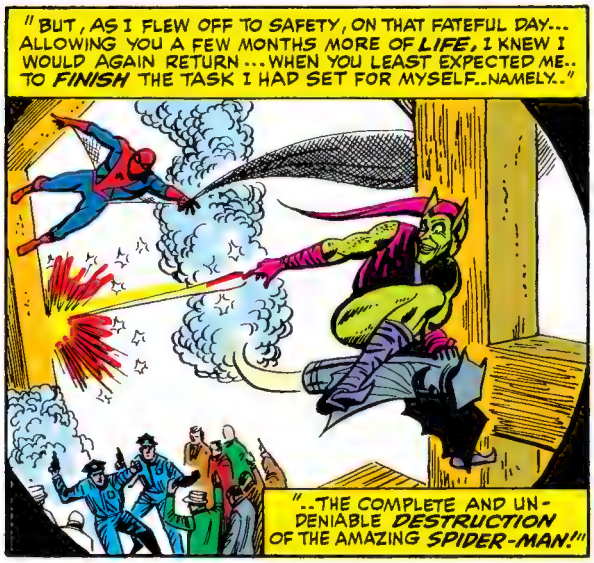

THEREFORE, I FLED... ALLOWING YOU TO ESCAPE ME! BUT, YOU DIDN'T BEAT ME.. INSTEAD YOU WERE SIMPLY SAVED BY THE TORCH!
THAT'S YOUR VERSION, GOBLIN! FROM WHERE I SAT, YOU RAN LIKE A SCARED RABBIT!

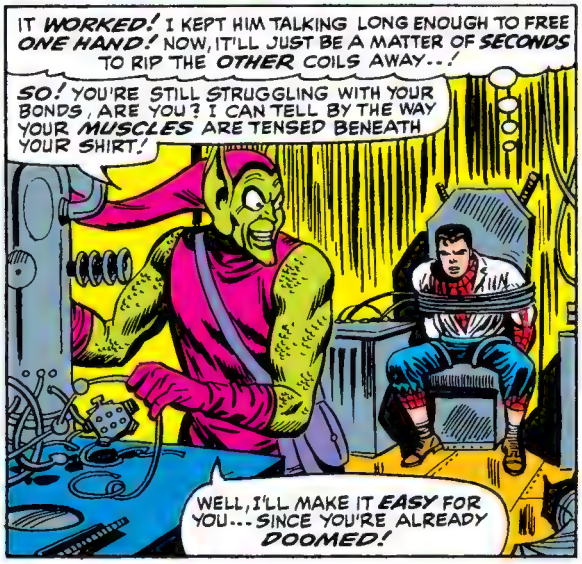

YOU'LL PAY FOR THAT REMARK, PARKER!
BUT, ONCE AGAIN I MADE THE MISTAKE OF ALLYING MYSELF WITH OTHERS! SO IT WAS THAT LUCKY LOBO AND HIS GANG WERE MORE OF A HINDRANCE THAN A HELP WHEN NEXT WE MET!*
*IF YOU DON'T BELIEVE US, CHECK BACK TO SPIDEY #23! WE KID YOU NOT! ... S.L.

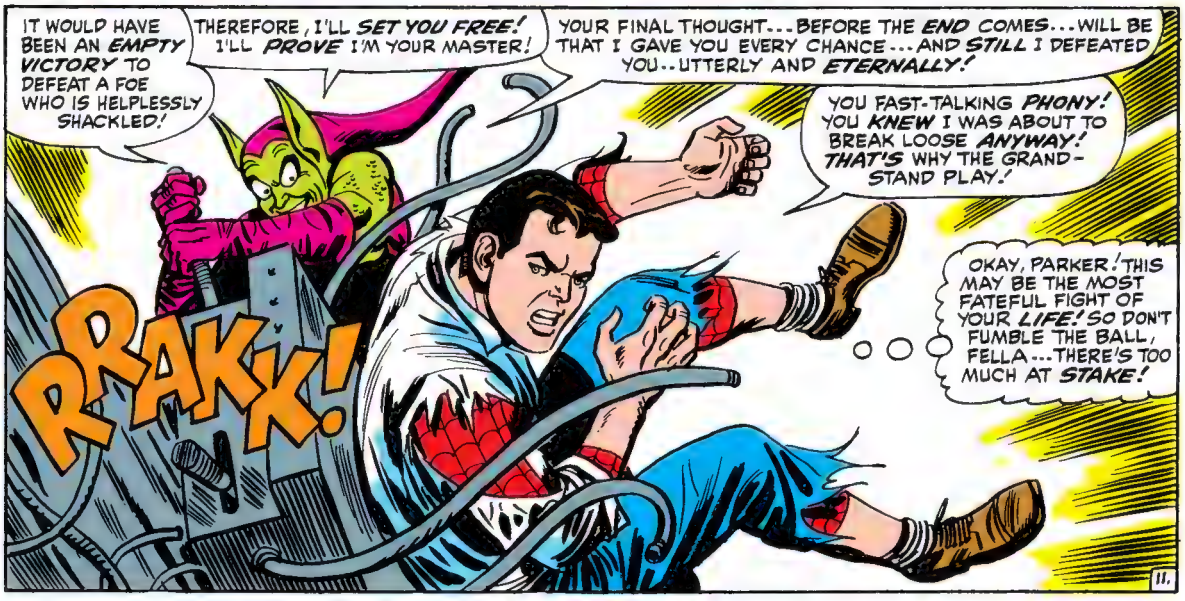
NOT ONLY DID YOU FAIL TO STOP ME, BUT YOU WERE LUCKY THAT I LET YOU ESCAPE WITH YOUR LIFE!
A PITY, SPIDER-MAN, THAT YOU WILL NOT HAVE THAT SAME LUCK THIS TIME!

AND NOW, THE FINAL REMEMBRANCE... BEFORE YOU MEET YOUR END!
DURING OUR MOST RECENT BATTLE, I HAD YOU COMPLETELY BEATEN! EVEN YOU CANNOT DENY THAT!
BUT, ONCE AGAIN, YOU WERE SAVED BY A STROKE OF FATE... IN THE GUISE OF THE CRIME-MASTER!*
*ALL TOGETHER NOW, CLASS: "SPIDEY #27!" SCHOLARLY STAN.

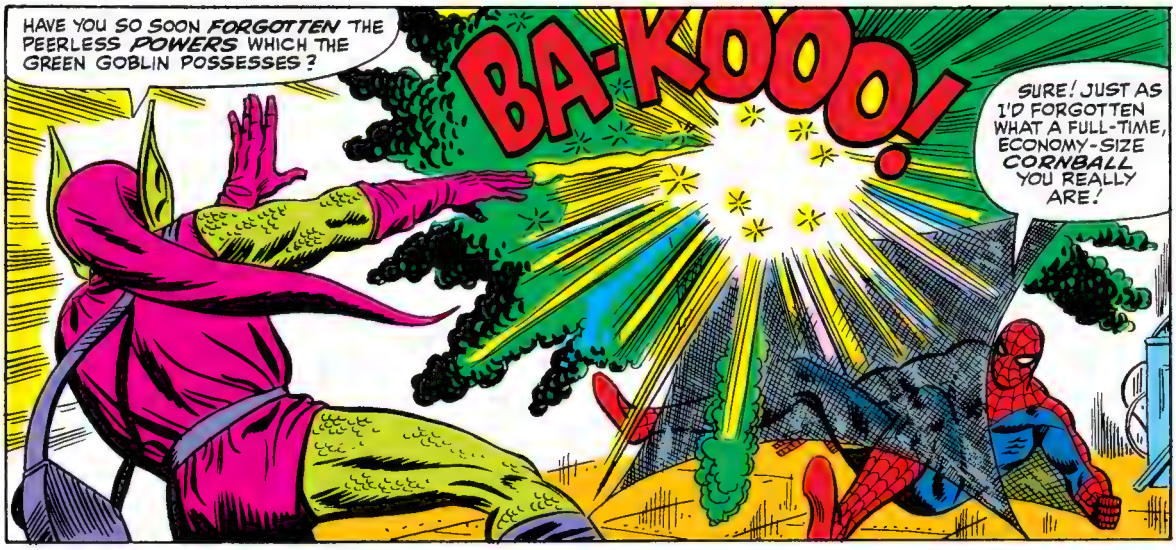
"THINKING HE WAS A MATCH FOR THE GREEN GOBLIN, THE MASKED FOOL DARED TO ATTACK ME... ONCE AGAIN GIVING YOU A CHANCE TO ESCAPE!"
"YOU NEVER WERE ANY GOOD AS A FIGHTER, SPIDER-MAN!! YOU WERE MERELY LUCKY!"

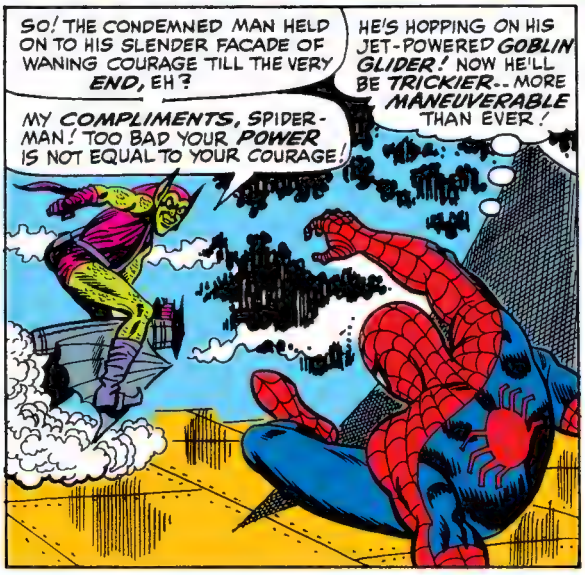

"BUT, AS I FLEW OFF TO SAFETY, ON THAT FATEFUL DAY... ALLOWING YOU A FEW MONTHS MORE OF LIFE, I KNEW I WOULD AGAIN RETURN... WHEN YOU LEAST EXPECTED ME.. TO FINISH THE TASK I HAD SET FOR MYSELF..NAMELY.."
"...THE COMPLETE AND UNDENIABLE DESTRUCTION OF THE AMAZING SPIDER-MAN!"


IT WORKED! I KEPT HIM TALKING LONG ENOUGH TO FREE ONE HAND! NOW, IT'LL JUST BE A MATTER OF SECONDS TO RIP THE OTHER COILS AWAY..!
SO! YOU'RE STILL STRUGGLING WITH YOUR BONDS, ARE YOU? I CAN TELL BY THE WAY YOUR MUSCLES ARE TENSED BENEATH YOUR SHIRT!
WELL, I'LL MAKE IT EASY FOR YOU... SINCE YOU'RE ALREADY DOOMED!


IT WOULD HAVE BEEN AN EMPTY VICTORY TO DEFEAT A FOE WHO IS HELPLESSLY SHACKLED!
THEREFORE, I'LL SET YOU FREE! I'LL PROVE I'M YOUR MASTER!
YOUR FINAL THOUGHT... BEFORE THE END COMES... WILL BE THAT I GAVE YOU EVERY CHANCE... AND STILL I DEFEATED YOU.. UTTERLY AND ETERNALLY!
YOU FAST-TALKING PHONY! YOU KNEW I WAS ABOUT TO BREAK LOOSE ANYWAY! THAT'S WHY THE GRAND-STAND PLAY!
OKAY, PARKER! THIS MAY BE THE MOST FATEFUL FIGHT OF YOUR LIFE! SO DON'T FUMBLE THE BALL, FELLA... THERE'S TOO MUCH AT STAKE!
RRAKK!

DON'T JUST STAND THERE, YOU SNIVELLING, TEENAGED WASHOUT! PUT ON YOUR COSTUME!
HE REALLY THINKS HE CAN BEAT ME! HE KNOWS WE'RE GONNA FIGHT ON HIS HOME GROUNDS--- WITH ALL THE ODDS IN HIS FAVOR!
DO YOU HEAR ME? I WANT TO DEFEAT YOU AS I'VE ALWAYS FOUGHT YOU..AS SPIDER-MAN!
OR SO HE THINKS!
ALL RIGHT, GOBLIN! YOU'RE GONNA GET YOUR WISH!
YOU'LL BATTLE SPIDER-MAN, ALL RIGHT! AND THIS TIME THERE'LL BE NO DOUBT AS TO WHO'S THE WINNER!
THIS IS THE PAY-OFF, YOU GRINNING GARGOYLE! THIS IS FOR REAL!
BUT THEN, BEFORE THE YOUTHFUL ADVENTURER CAN MAKE ANOTHER MOVE, HE'S HURLED BACK OFF HIS FEET BY THE STAGGERING IMPACT OF TWO RAPIDLY-TOSSED STUN BOMBS--!
THWOK!
IT CERTAINLY IS FOR REAL... JUST AS THESE LITTLE GOBLIN GOODIES ARE FOR REAL!
AND, THIS IS ONLY THE BEGINNING!!
I SHOULD HAVE KNOWN! HE WON'T MAKE IT HAND-TO-HAND IF HE CAN HELP IT!
SPAKK!
THOSE WERE JUST WARM-UP STUNNERS... TO GET YOU IN THE MOOD!
THIS IS THE ONE THAT COUNTS! THIS IS MY SPECIAL ANTI-SPIDER-MAN EXPLOSIVE!
NICE TRY, GOBBY... BUT I'M NOT EXACTLY THE HELPLESS TYPE MYSELF!
THWIPP!
THAT ACCURSED WEBBING OF YOURS! HOW CAN YOU FORM IT SO FAST?!!
FAST? WHY SHUCKS... I'M JUST PLAYIN' IT COOL! YOU SHOULD SEE HOW SPEEDY I AM AGAINST A REALLY DANGEROUS ENEMY!
YOU FOOL! HURLING IT BACK WON'T HELP YOU! I CAN'T BE BEATEN BY MY OWN WEAPONS!
BWANNG!
12.

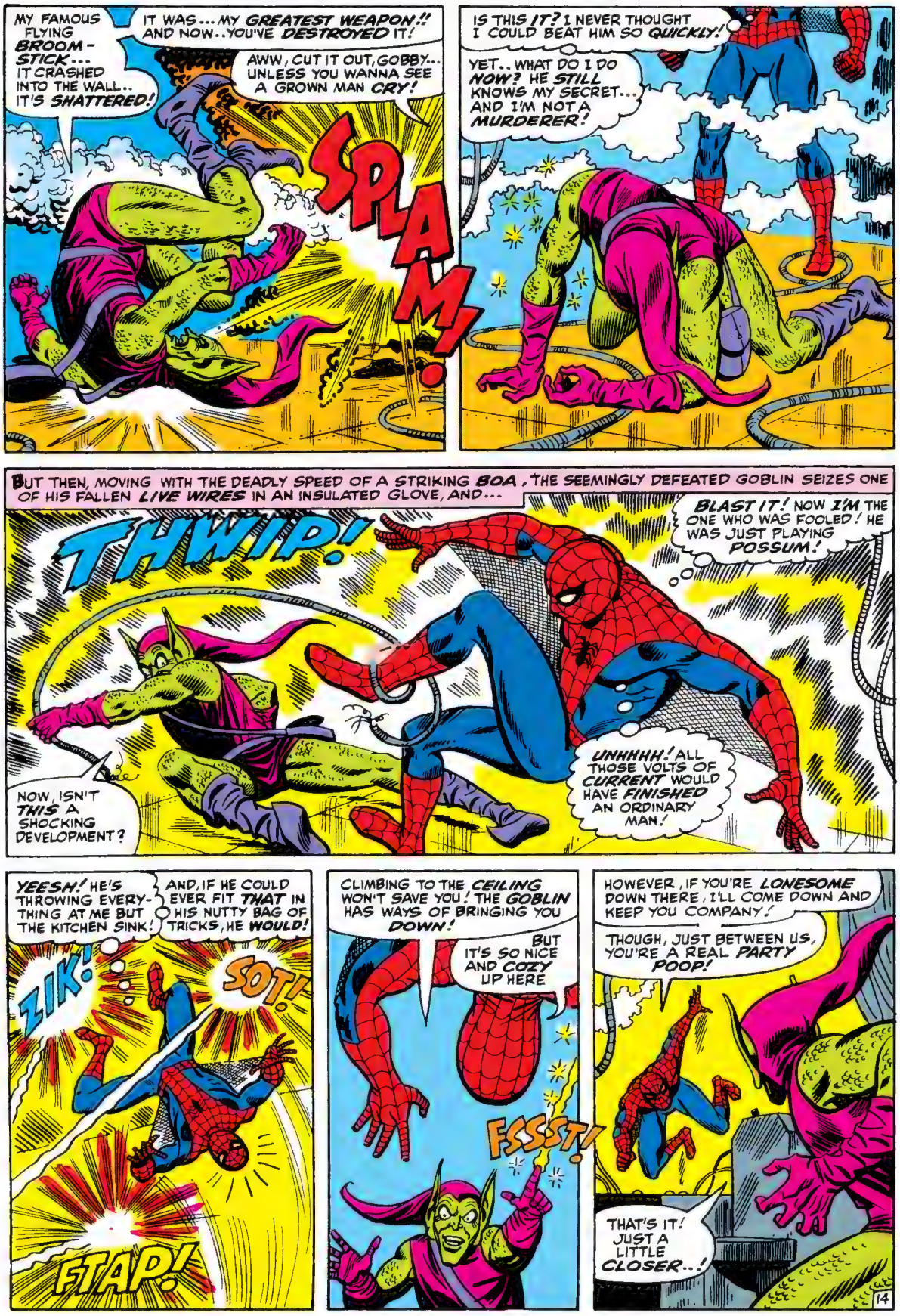

HAVE YOU SO SOON FORGOTTEN THE PEERLESS POWERS WHICH THE GREEN GOBLIN POSSESSES?
BA-KOOO!
SURE! JUST AS I'D FORGOTTEN WHAT A FULL-TIME, ECONOMY-SIZE CORNBALL YOU REALLY ARE!


SO! THE CONDEMNED MAN HELD ON TO HIS SLENDER FACADE OF WANING COURAGE TILL THE VERY END, EH?
HE'S HOPPING ON HIS JET-POWERED GOBLIN GLIDER! NOW HE'LL BE TRICKIER--MORE MANEUVERABLE THAN EVER!
MY COMPLIMENTS, SPIDER-MAN! TOO BAD YOUR POWER IS NOT EQUAL TO YOUR COURAGE!

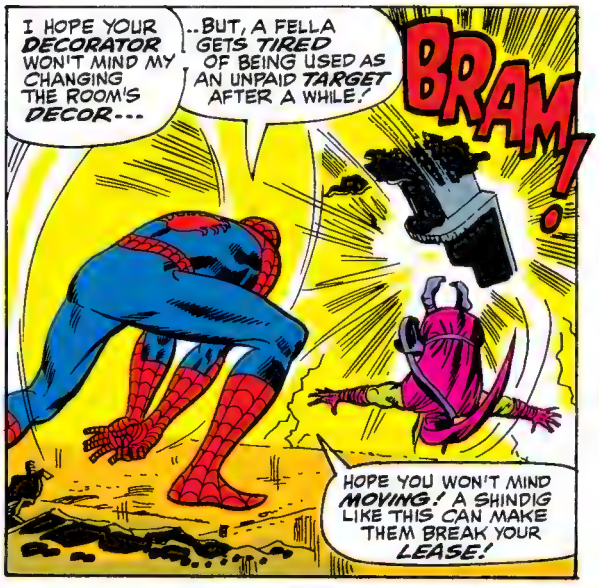
LET ME CAUTION YOU AGAINST TRYING TO SNEAK UP BEHIND ME...
..UNLESS YOU ENJOY THE FULL BRUNT OF A ROCKET BLAST!
WHROOSH!
HE'S TOYING WITH ME! HE FEELS SO CONFIDENT, THAT HE'S WARNING ME IN ADVANCE!

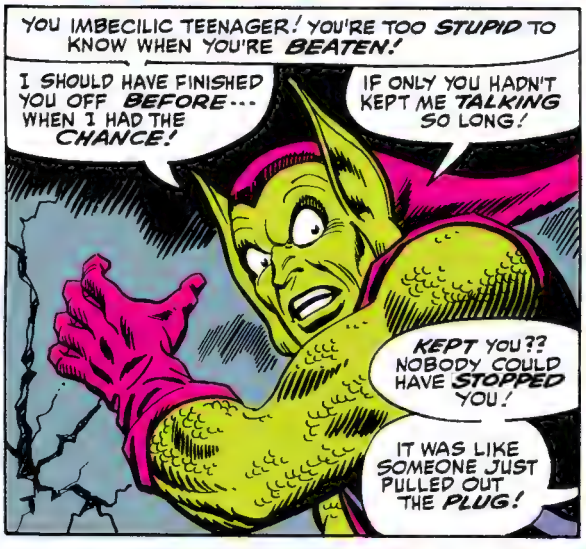
I'VE NEVER BEEN FACED WITH A PROBLEM LIKE THIS BEFORE! EVEN DEFEATING HIM WON'T HELP ME...
FOR, SO LONG AS HE LIVES, HE KNOWS MY SECRET IDENTITY! AND, IF AUNT MAY EVER LEARNS OF IT.. I LOSE---EVEN THOUGH I MAY HAVE WON!
HAH! YOU'RE GROGGY--CONFUSED..!
...AS I KNEW YOU WOULD BE!

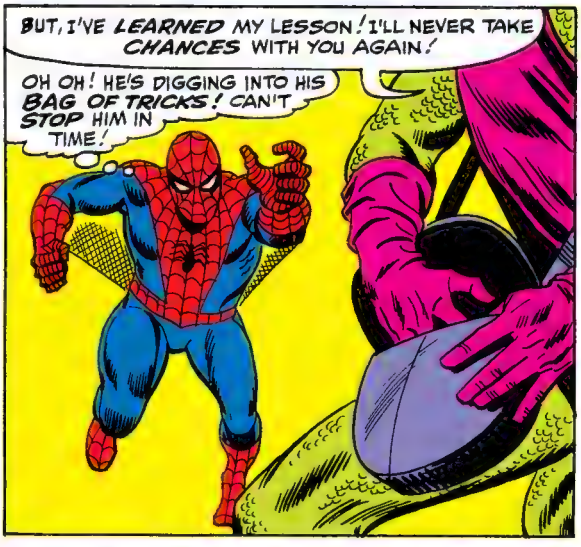
SO, NOW I FINISH YOU OFF, AND... ≤UNHHH!≥
WOK!
THANKS, GOBBY! I HOPED YOU'D COME WITHIN REACH IF I ACTED HELPLESS ENOUGH!


MY FAMOUS FLYING BROOM-STICK... IT CRASHED INTO THE WALL.. IT'S SHATTERED!
IT WAS... MY GREATEST WEAPON!! AND NOW..YOU'VE DESTROYED IT!
AWW, CUT IT OUT, GOBBY... UNLESS YOU WANNA SEE A GROWN MAN CRY!
SPLAM!
IS THIS IT? I NEVER THOUGHT I COULD BEAT HIM SO QUICKLY!
YET.. WHAT DO I DO NOW? HE STILL KNOWS MY SECRET... AND I'M NOT A MURDERER!
BUT THEN, MOVING WITH THE DEADLY SPEED OF A STRIKING BOA, THE SEEMINGLY DEFEATED GOBLIN SEIZES ONE OF HIS FALLEN LIVE WIRES IN AN INSULATED GLOVE, AND...
THWIP!
BLAST IT! NOW I'M THE ONE WHO WAS FOOLED! HE WAS JUST PLAYING POSSUM!
NOW, ISN'T THIS A SHOCKING DEVELOPMENT?
UNHHHH! ALL THOSE VOLTS OF CURRENT WOULD HAVE FINISHED AN ORDINARY MAN!
YEESH! HE'S THROWING EVERYTHING AT ME BUT THE KITCHEN SINK!
AND, IF HE COULD EVER FIT THAT IN HIS NUTTY BAG OF TRICKS, HE WOULD!
ZIK!
SOT!
FTAP!
CLIMBING TO THE CEILING WON'T SAVE YOU! THE GOBLIN HAS WAYS OF BRINGING YOU DOWN!
BUT IT'S SO NICE AND COZY UP HERE
FSSST!
HOWEVER, IF YOU'RE LONESOME DOWN THERE, I'LL COME DOWN AND KEEP YOU COMPANY!
THOUGH, JUST BETWEEN US, YOU'RE A REAL PARTY POOP!
THAT'S IT! JUST A LITTLE CLOSER..!
14

AND NOW, MY MOST POTENT GOBLIN BLAST WILL MAKE YOU WISH THAT YOU--- WHA--?!!
THAT CHAIR! IT HAD BEEN BOLTED TO THE FLOOR!
SPAK!
NOW YOU TELL ME!
WRRUNTCH!

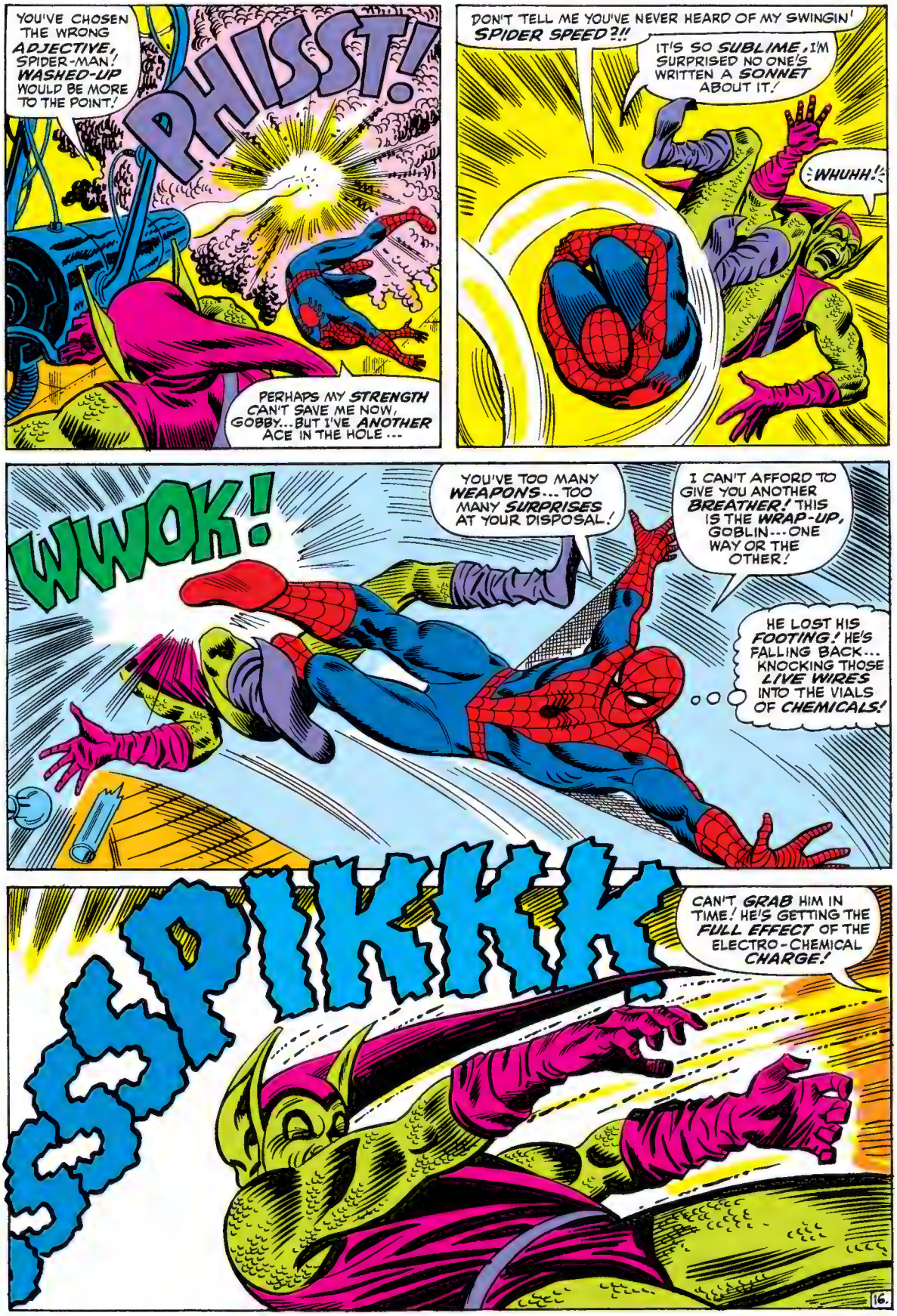

I HOPE YOUR DECORATOR WON'T MIND MY CHANGING THE ROOM'S DECOR---
..BUT, A FELLA GETS TIRED OF BEING USED AS AN UNPAID TARGET AFTER A WHILE!
BRAM!
HOPE YOU WON'T MIND MOVING! A SHINDIG LIKE THIS CAN MAKE THEM BREAK YOUR LEASE!

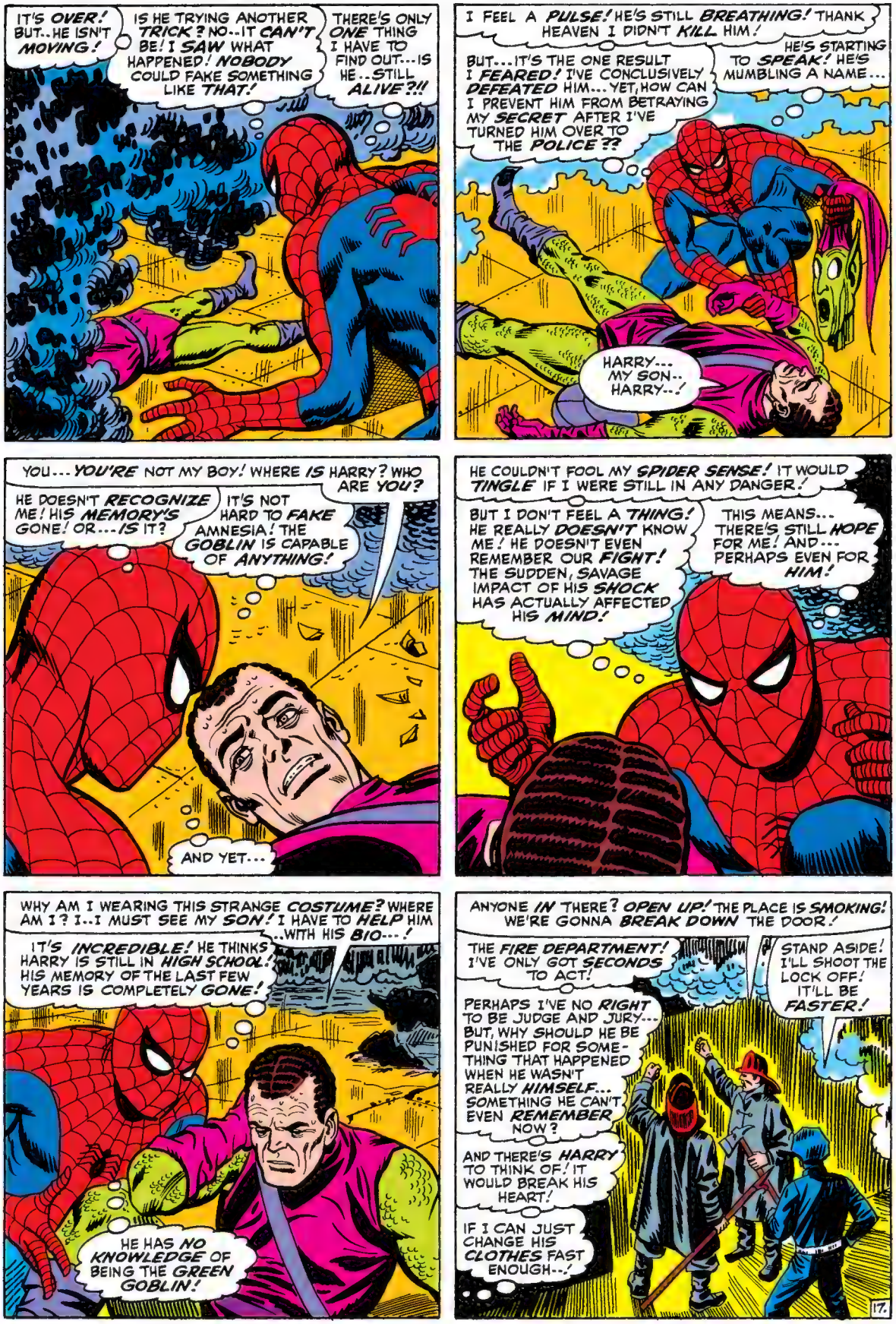

YOU IMBECILIC TEENAGER! YOU'RE TOO STUPID TO KNOW WHEN YOU'RE BEATEN!
I SHOULD HAVE FINISHED YOU OFF BEFORE--- WHEN I HAD THE CHANCE!
IF ONLY YOU HADN'T KEPT ME TALKING SO LONG!
KEPT YOU?? NOBODY COULD HAVE STOPPED YOU!
IT WAS LIKE SOMEONE JUST PULLED OUT THE PLUG!


BUT, I'VE LEARNED MY LESSON! I'LL NEVER TAKE CHANCES WITH YOU AGAIN!
OH OH! HE'S DIGGING INTO HIS BAG OF TRICKS! CAN'T STOP HIM IN TIME!

BATTERY-POWERED BATS--- SWIRLING AROUND MY HEAD--- FLUTTERING ACROSS MY EYES! CAN'T SEE! HAVE TO BRUSH THEM AWAY---!
GET HIM, MY LITTLE FLYING PETS!

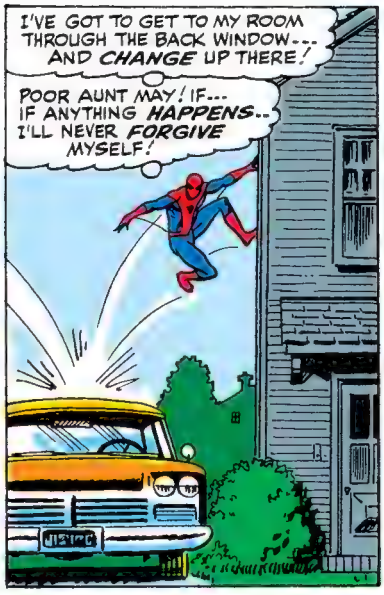
AH, I SEE YOU HAVE FINALLY HURLED THEM AWAY FROM YOU!
JUST IN TIME FOR YOU TO BEAR THE FULL BRUNT OF MY FULLY-AUTOMATED GOBLIN CANNON!
EVEN YOUR ACCURSED STRENGTH CAN'T SAVE YOU FROM ITS LETHAL BLAST RAY!
'ZAT SO? I'M ALL CHOKED UP!

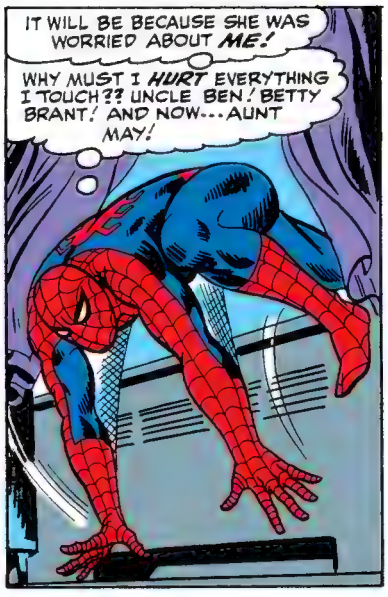

YOU'VE CHOSEN THE WRONG ADJECTIVE, SPIDER-MAN! WASHED-UP WOULD BE MORE TO THE POINT!
PHISSST!
PERHAPS MY STRENGTH CAN'T SAVE ME NOW, GOBBY... BUT I'VE ANOTHER ACE IN THE HOLE ---
DON'T TELL ME YOU'VE NEVER HEARD OF MY SWINGIN' SPIDER SPEED?!!
IT'S SO SUBLIME, I'M SURPRISED NO ONE'S WRITTEN A SONNET ABOUT IT!
WHUHH!
WWOK!
YOU'VE TOO MANY WEAPONS... TOO MANY SURPRISES AT YOUR DISPOSAL!
I CAN'T AFFORD TO GIVE YOU ANOTHER BREATHER! THIS IS THE WRAP-UP, GOBLIN... ONE WAY OR THE OTHER!
HE LOST HIS FOOTING! HE'S FALLING BACK... KNOCKING THOSE LIVE WIRES INTO THE VIALS OF CHEMICALS!
SSSPIKKK
CAN'T GRAB HIM IN TIME! HE'S GETTING THE FULL EFFECT OF THE ELECTRO-CHEMICAL CHARGE!

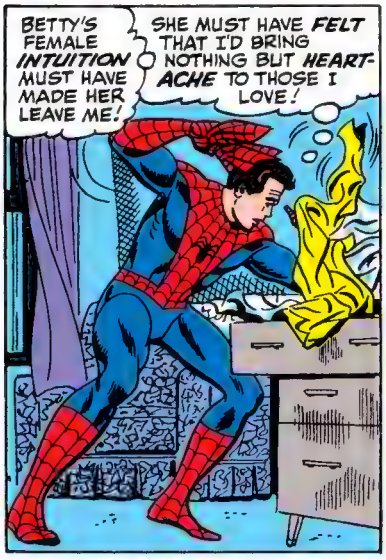

IT'S OVER! BUT..HE ISN'T MOVING!
IS HE TRYING ANOTHER TRICK? NO--IT CAN'T BE! I SAW WHAT HAPPENED! NOBODY COULD FAKE SOMETHING LIKE THAT!
THERE'S ONLY ONE THING I HAVE TO FIND OUT---IS HE..STILL ALIVE?!!
I FEEL A PULSE! HE'S STILL BREATHING! THANK HEAVEN I DIDN'T KILL HIM!
BUT...IT'S THE ONE RESULT I FEARED! I'VE CONCLUSIVELY DEFEATED HIM...YET, HOW CAN I PREVENT HIM FROM BETRAYING MY SECRET AFTER I'VE TURNED HIM OVER TO THE POLICE??
HE'S STARTING TO SPEAK! HE'S MUMBLING A NAME...
HARRY... MY SON.. HARRY..!
YOU...YOU'RE NOT MY BOY! WHERE IS HARRY? WHO ARE YOU?
HE DOESN'T RECOGNIZE ME! HIS MEMORY'S GONE! OR...IS IT?
IT'S NOT HARD TO FAKE AMNESIA! THE GOBLIN IS CAPABLE OF ANYTHING!
AND YET...
HE COULDN'T FOOL MY SPIDER SENSE! IT WOULD TINGLE IF I WERE STILL IN ANY DANGER!
BUT I DON'T FEEL A THING! HE REALLY DOESN'T KNOW ME! HE DOESN'T EVEN REMEMBER OUR FIGHT! THE SUDDEN, SAVAGE IMPACT OF HIS SHOCK HAS ACTUALLY AFFECTED HIS MIND!
THIS MEANS... THERE'S STILL HOPE FOR ME! AND... PERHAPS EVEN FOR HIM!
WHY AM I WEARING THIS STRANGE COSTUME? WHERE AM I? I..I MUST SEE MY SON! I HAVE TO HELP HIM ..WITH HIS BIO...!
IT'S INCREDIBLE! HE THINKS HARRY IS STILL IN HIGH SCHOOL! HIS MEMORY OF THE LAST FEW YEARS IS COMPLETELY GONE!
HE HAS NO KNOWLEDGE OF BEING THE GREEN GOBLIN!
ANYONE IN THERE? OPEN UP! THE PLACE IS SMOKING! WE'RE GONNA BREAK DOWN THE DOOR!
THE FIRE DEPARTMENT! I'VE ONLY GOT SECONDS TO ACT!
STAND ASIDE! I'LL SHOOT THE LOCK OFF! IT'LL BE FASTER!
PERHAPS I'VE NO RIGHT TO BE JUDGE AND JURY... BUT, WHY SHOULD HE BE PUNISHED FOR SOMETHING THAT HAPPENED WHEN HE WASN'T REALLY HIMSELF... SOMETHING HE CAN'T EVEN REMEMBER NOW?
AND THERE'S HARRY TO THINK OF! IT WOULD BREAK HIS HEART!
IF I CAN JUST CHANGE HIS CLOTHES FAST ENOUGH--!
17.

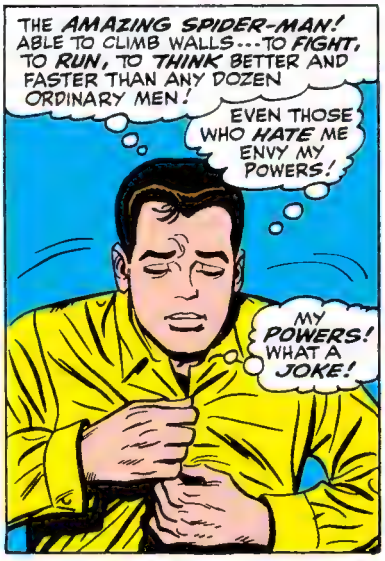
CRACK!
---WHEW!--GOOD OL' SPIDER SPEED! LUCKY I WAS ABLE TO FIND ONE OF HIS SUITS IN THE CLOSET! I JUST MADE IT!
UH-OH! HIS GOBLIN COSTUME! WHAT DO I DO WITH THAT?
THAT DOES IT! NOW PUT YOUR SHOULDERS TO IT, BOYS!
THE FIRE! IT'S THE ONLY WAY!
THE SMOKE IS SO THICK, THE FABRIC WILL BE BURNED TO CINDERS BEFORE ANYONE CAN SEE IT!
AND SO ENDS THE SORDID CAREER OF THE GREEN GOBLIN---FOREVER!
STAY BACK! EVERYTHING'S ALL RIGHT! I'M BRINGING HIM OUT! THERE'S NO MORE DANGER!
IT'S SPIDER-MAN! HE'S HOLDING ONTO SOMEONE! ---BRINGING HIM TOWARDS US!
WHO EVER THOUGHT THAT MASKED WALL-CRAWLER WOULD TURN OUT TO BE A HERO?!
HERO MY FOOT! HOW DO WE KNOW WHAT HE REALLY WAS UP TO? HE MAY HAVE CAUSED THE FIRE!
FOR ALL WE KNOW, WE JUST CAUGHT HIM IN THE ACT!
HOLD IT, YOU! GET BACK HERE! YOU'VE SOME EXPLAININ' TO DO!
WHY DON'T YOU USE YOUR GUN? YOU CAN SHOOT HIM DOWN?
ON WHAT GROUNDS? I'M NOT A STORM TROOPER, PAL!
HIS, NAME'S NORMAN OSBORN! GET HIM TO A DOCTOR... FAST!
HE'S A HERO! HE HELPED ME FINISH OFF THE GREEN GOBLIN!
BUT, WHERE IS THE GOBLIN?? WHAT HAPPENED? HOW DO YOU FIGURE IN ALL THIS? WAIT..!
CAN'T STOP TO EXPLAIN NOW...BUT I PROMISE YOU ONE THING...THE GREEN GOBLIN WILL NEVER TROUBLE YOU AGAIN!
AS FOR ME, I CAN'T WASTE ANOTHER SECOND! I'VE GOT TO GET BACK TO AUNT MAY!
18.

SECONDS LATER...
THAT'S DR. BROMWELL'S CAR AT THE DOOR!
OH, NO! IT.. IT'S WHAT I FEARED!
BUT.. I'VE GOT TO BE CAREFUL! CAN'T LET ANYONE SEE ME LIKE THIS!


I'VE GOT TO GET TO MY ROOM THROUGH THE BACK WINDOW--- AND CHANGE UP THERE!
POOR AUNT MAY! IF... IF ANYTHING HAPPENS.. I'LL NEVER FORGIVE MYSELF!


IT WILL BE BECAUSE SHE WAS WORRIED ABOUT ME!
WHY MUST I HURT EVERYTHING I TOUCH?? UNCLE BEN! BETTY BRANT! AND NOW--- AUNT MAY!


BETTY'S FEMALE INTUITION MUST HAVE MADE HER LEAVE ME!
SHE MUST HAVE FELT THAT I'D BRING NOTHING BUT HEART-ACHE TO THOSE I LOVE!


THE AMAZING SPIDER-MAN! ABLE TO CLIMB WALLS---TO FIGHT, TO RUN, TO THINK BETTER AND FASTER THAN ANY DOZEN ORDINARY MEN!
EVEN THOSE WHO HATE ME ENVY MY POWERS!
MY POWERS! WHAT A JOKE!

I SOMETIMES THINK THEY'VE PROVEN TO BE NOTHING BUT A CURSE!
I-I'D TRADE PLACES WITH ALMOST ANY NORMAL EVERYDAY MAN!
AT LEAST AUNT MAY WOULDN'T HAVE TO SUFFER FOR MY SECRET!

DR. BROMWELL! MY AUNT! IS SHE..??
QUIET, SON! SHE FINALLY FELL ASLEEP! I'VE PLACED HER UNDER MILD SEDATION!

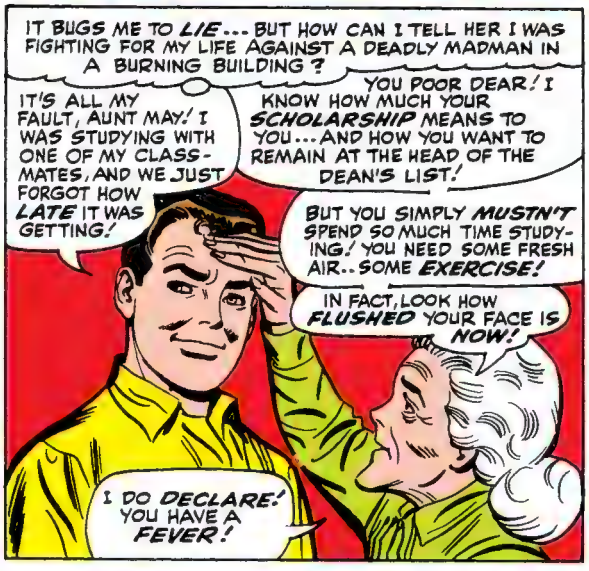
IT WASN'T EASY TO GET HER TO SHUT HER EYES! SHE WAS VERY CONCERNED ABOUT YOU, PETER!
I-I WAS AFRAID OF THAT, DOCTOR!
YOU WERE?

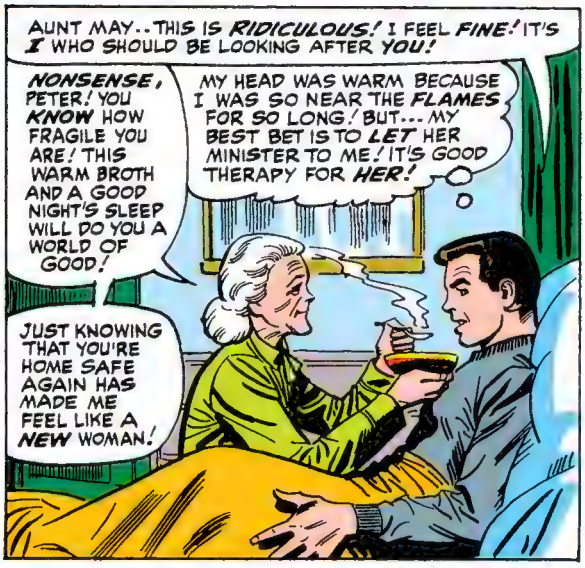
THEN WHY DID YOU STAY OUT SO LATE WITHOUT CALLING? I WARNED YOU THAT SHE MUST BE SPARED FROM ANY SERIOUS WORRY, OR SHOCK!
I NEVER THOUGHT THAT YOU'D BE SO UNFEELING ... SO WRAPPED UP ONLY IN YOURSELF!

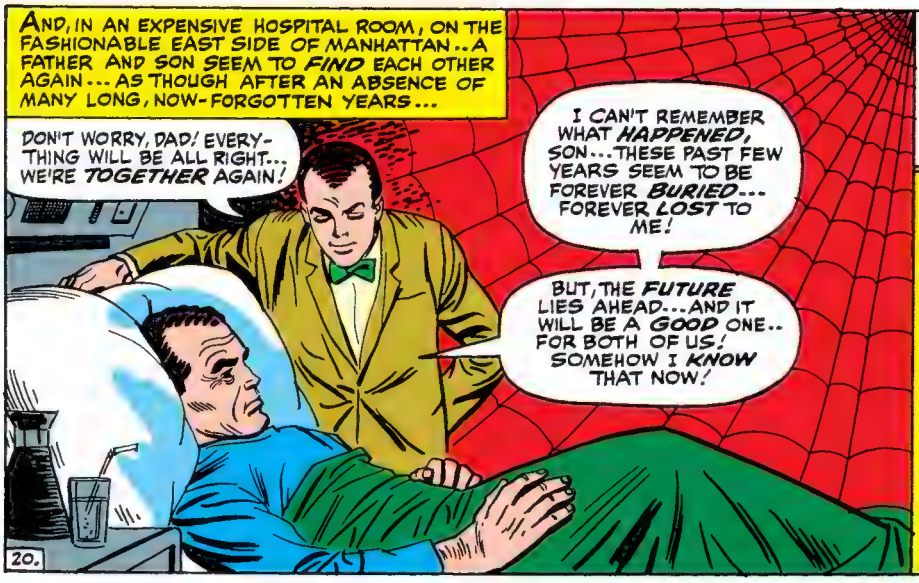
LUCKILY, I REACHED HER IN TIME TO PREVENT ANY SERIOUS ILL EFFECTS!
BUT, IF IT HAPPENS AGAIN---IT MAY BE TOO LATE!
IT... WON'T HAPPEN AGAIN, DOCTOR!
I HOPE NOT, MY BOY! FOR THE SAKE OF BOTH OF YOU!

AFTER THE DOOR CLOSES QUIETLY BEHIND HIM, A BROODING PETER PARKER MAINTAINS SILENT VIGIL THROUGH THE LONG, LONELY, SEEMINGLY ENDLESS HOURS, UNTIL ---
PETER! IS..IS THAT YOU?
AUNT MAY! YOU'RE AWAKE! YOU'RE ALL RIGHT!
OF COURSE I AM, DEAR... NOW THAT YOU'RE HERE!

BUT, IT WAS SO LATE! AND YOU HADN'T CALLED! I DIDN'T KNOW WHAT TO THINK! THE CITY STREETS CAN BE SO CRUEL ... SO DANGEROUS!
SHE'S OKAY! THAT'S ALL THAT MATTERS! SHE'S OKAY!
WHERE WERE YOU, PETER?


IT BUGS ME TO LIE... BUT HOW CAN I TELL HER I WAS FIGHTING FOR MY LIFE AGAINST A DEADLY MADMAN IN A BURNING BUILDING?
IT'S ALL MY FAULT, AUNT MAY! I WAS STUDYING WITH ONE OF MY CLASSMATES, AND WE JUST FORGOT HOW LATE IT WAS GETTING!
YOU POOR DEAR! I KNOW HOW MUCH YOUR SCHOLARSHIP MEANS TO YOU... AND HOW YOU WANT TO REMAIN AT THE HEAD OF THE DEAN'S LIST!
BUT YOU SIMPLY MUSTN'T SPEND SO MUCH TIME STUDYING! YOU NEED SOME FRESH AIR.. SOME EXERCISE!
IN FACT, LOOK HOW FLUSHED YOUR FACE IS NOW!
I DO DECLARE! YOU HAVE A FEVER!

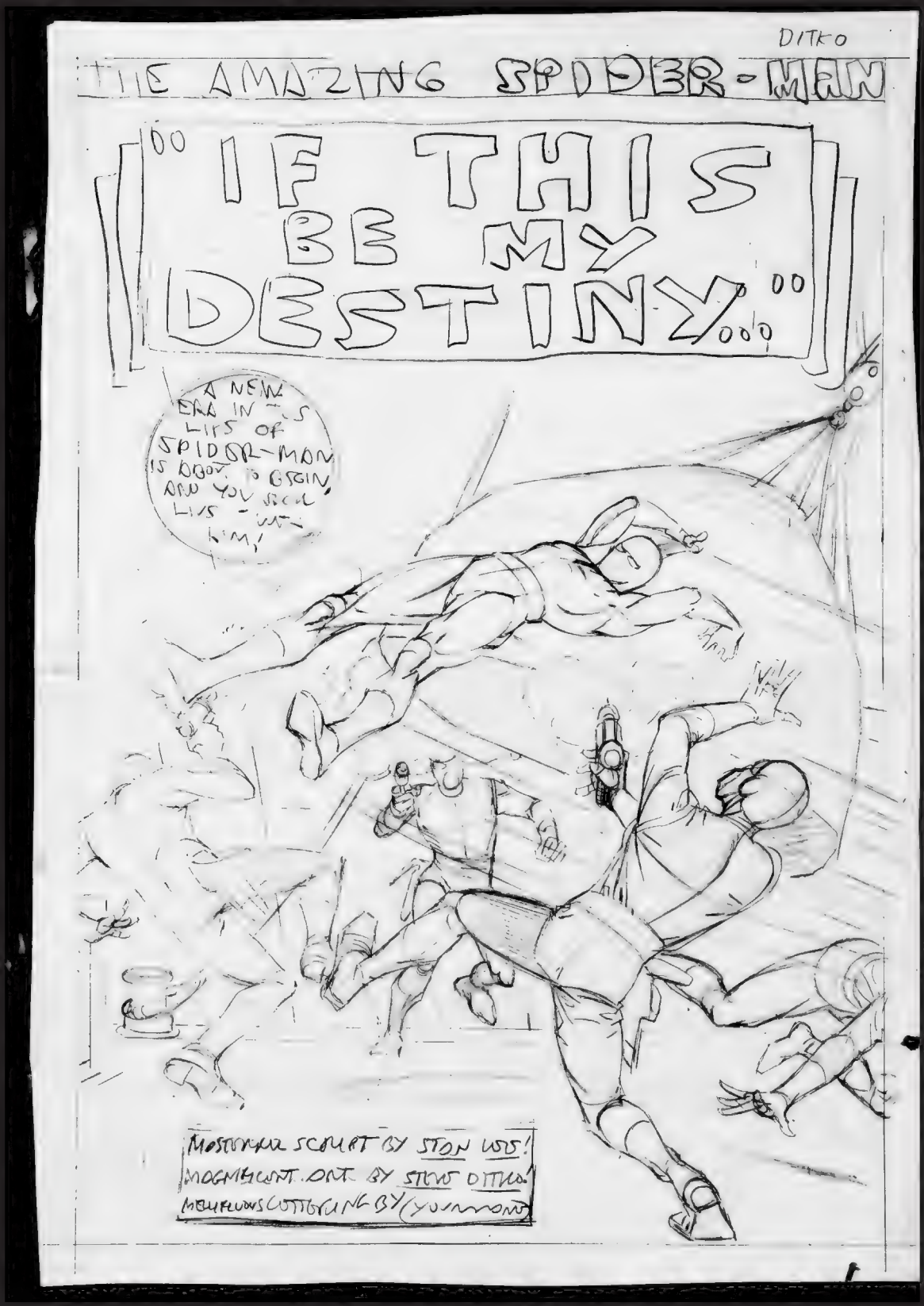

AUNT MAY.. THIS IS RIDICULOUS! I FEEL FINE! IT'S I WHO SHOULD BE LOOKING AFTER YOU!
NONSENSE, PETER! YOU KNOW HOW FRAGILE YOU ARE! THIS WARM BROTH AND A GOOD NIGHT'S SLEEP WILL DO YOU A WORLD OF GOOD!
MY HEAD WAS WARM BECAUSE I WAS SO NEAR THE FLAMES FOR SO LONG! BUT... MY BEST BET IS TO LET HER MINISTER TO ME! IT'S GOOD THERAPY FOR HER!
JUST KNOWING THAT YOU'RE HOME SAFE AGAIN HAS MADE ME FEEL LIKE A NEW WOMAN!


AND, IN AN EXPENSIVE HOSPITAL ROOM, ON THE FASHIONABLE EAST SIDE OF MANHATTAN.. A FATHER AND SON SEEM TO FIND EACH OTHER AGAIN... AS THOUGH AFTER AN ABSENCE OF MANY LONG, NOW-FORGOTTEN YEARS...
DON'T WORRY, DAD! EVERYTHING WILL BE ALL RIGHT... WE'RE TOGETHER AGAIN!
I CAN'T REMEMBER WHAT HAPPENED, SON... THESE PAST FEW YEARS SEEM TO BE FOREVER BURIED... FOREVER LOST TO ME!
BUT, THE FUTURE LIES AHEAD... AND IT WILL BE A GOOD ONE.. FOR BOTH OF US! SOMEHOW I KNOW THAT NOW!

NEXT ISSUE:
DON'T MISS PETER PARKER'S STARTLING DECISION
PLUS ooo
AN ALL-NEW, FANTASTICALLY POWERFUL SUPER-FOE FOR SPIDEY!
'NUFF SAID!

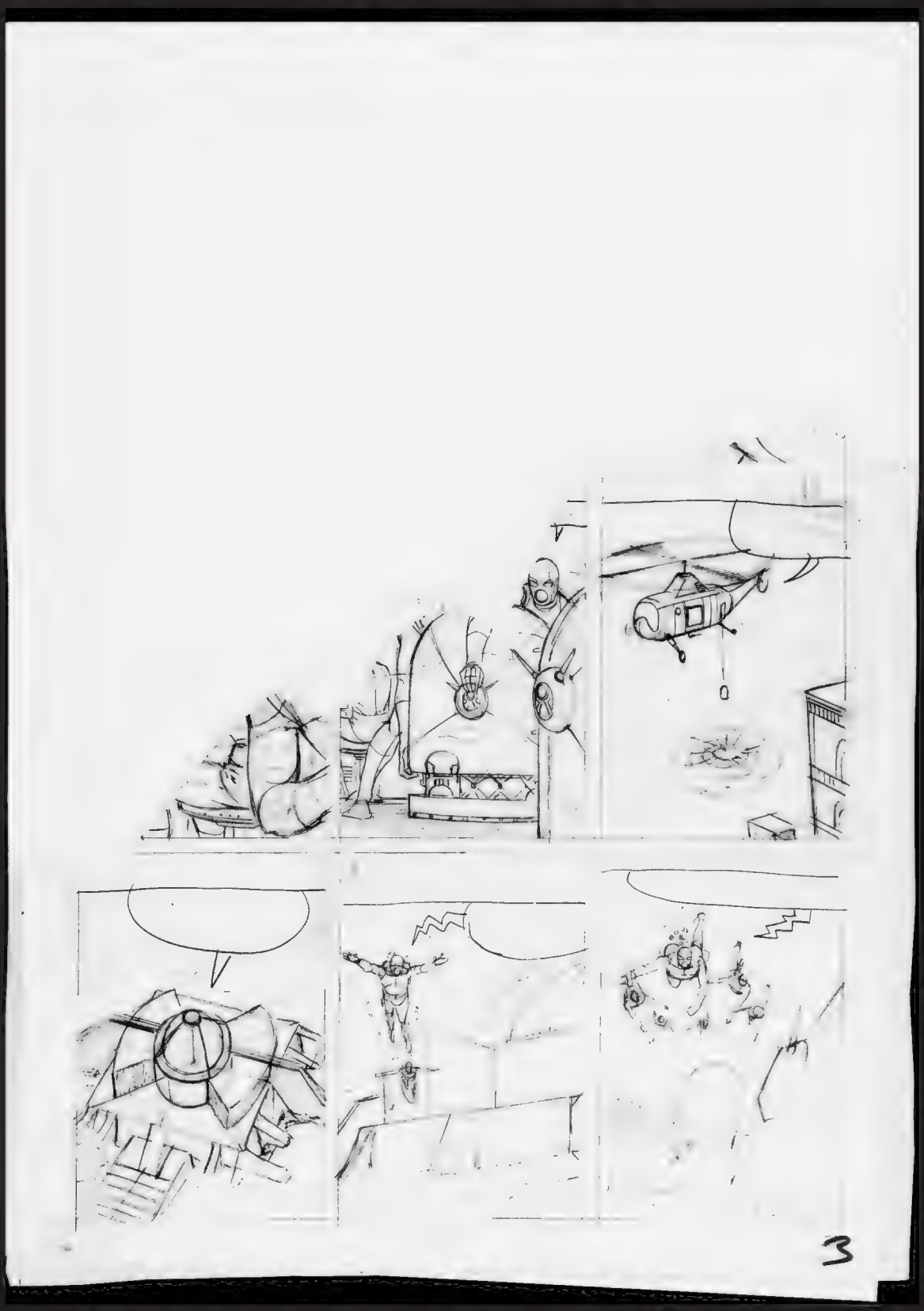
A striking rarity preserved by Marvel Bullpenner Marie Severin, the following pages present Steve Ditko's layouts/pencils to *The Amazing Spider-Man* #31 "If This Be My Destiny!" (Dec. 1965). Displaying the crisp linework, expressive characters, and dynamic layouts of one of the field's greatest talents in-process, they are a truly unique window into the work of Spidey's incomparable co-creator.

The Amazing Spider-Man #31, page 1 pencils


DITKO
THE AMAZING SPIDER-MAN
"IF THIS BE MY DESTINY..."
A NEW ERA IN THE LIFE OF SPIDER-MAN IS ABOUT TO BEGIN, AND YOU SHALL LIVE - WITH HIM!
MOST OF THE SCRIPT BY STAN LEE!
MAGNIFICENT ART BY STEVE DITKO!
MARVELOUS LETTERING BY (illegible)

The Amazing Spider-Man #31, page 2 pencils

The Amazing Spider-Man #31, page 3 pencils



The Amazing Spider-Man #31, page 4 pencils

The Amazing Spider-Man #31, page 5 pencils

The Amazing Spider-Man #31, page 6 pencils

The Amazing Spider-Man #31, page 7 pencils

The Amazing Spider-Man #31, page 8 pencils

The Amazing Spider-Man #31, page 9 pencils

The Amazing Spider-Man #31, page 10 pencils

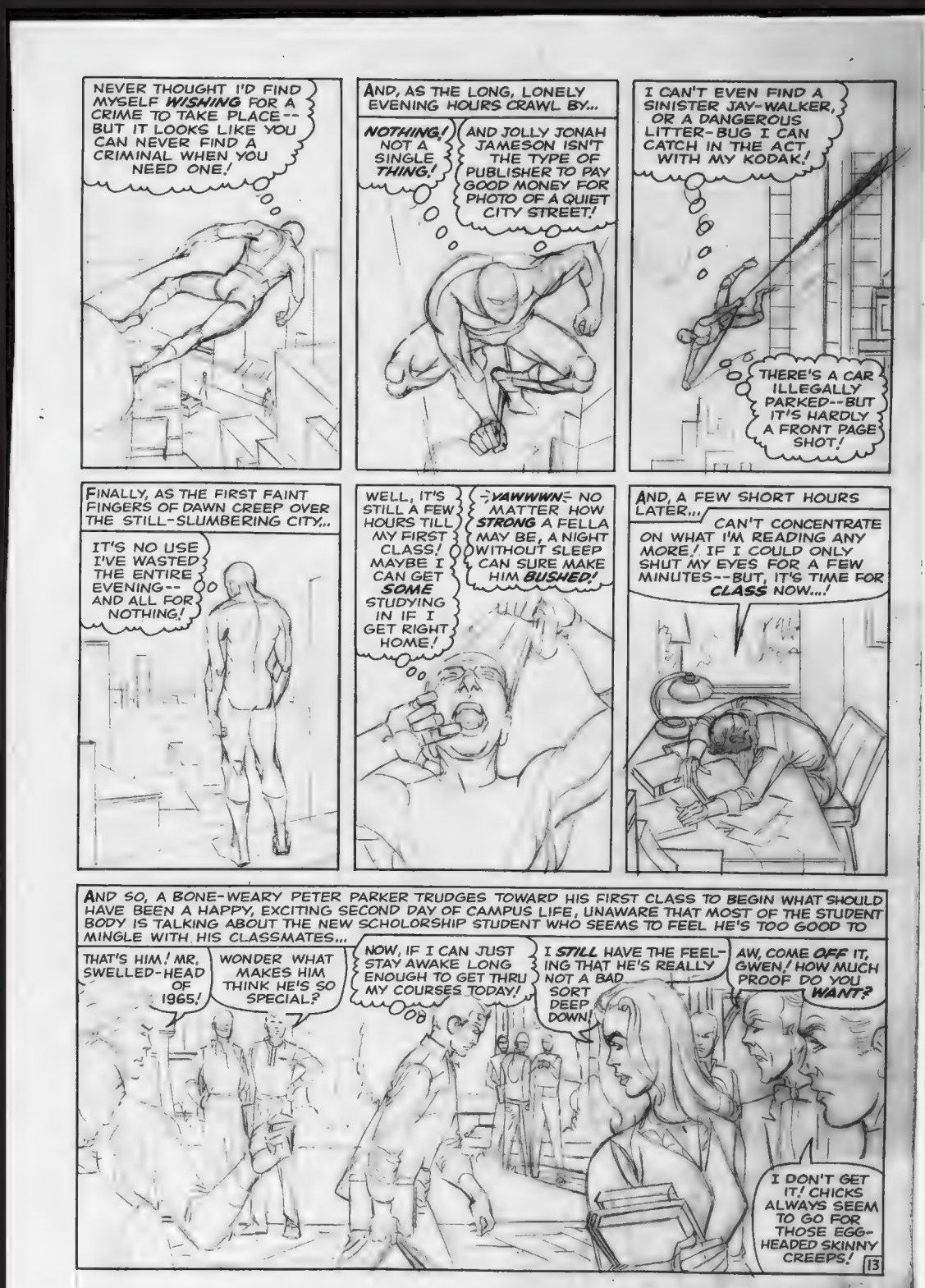
The Amazing Spider-Man #31, page 11 pencils

POOF!
THE CHEMICALS IGNITED!
BUT, THAT'S IMPOSSIBLE! THEY COULDN'T HAVE! THEY WERE ALL COMPLETELY STABLE!
PARKER! THIS LAB IS NO PLACE FOR EXHIBITIONS! EVEN THOUGH YOU DID WIN A SCIENCE SCHOLORSHIP, YOU WILL CONFINE YOURSELF TO THE EXPERIMENTS AT HAND!
IS THAT QUITE CLEAR?
YES SIR! I-I'M SORRY--!
HE THINKS I DID IT PURPOSELY! BUT, HOW DID IT HAPPEN?
IT WORKED BETTER THAN I THOUGHT! THIS'LL TAKE THAT SWELL-HEAD DOWN A PEG!
IT WAS JUST SUPPOSED TO BE A JOKE! I DIDN'T WANT TO GET ANY-ONE IN TROUBLE WITH THE PROF!
AWW, DON'T LOSE ANY SLEEP OVER IT, GWEN! IT COULDN'T HAVE HAPPENED TO A NICER GUY!
TELL YOU WHAT, DOLL--IF IT'LL MAKE YOU FEEL BETTER, WE'LL INVITE HIM FOR A COKE AFTER CLASS! HOW'S THAT?
IT'S THE LEAST WE CAN DO! WE HAD NO RIGHT TO GET PROFESSOR WARREN DOWN ON HIM!
I'VE NEVER MADE A BONEHEAD MISTAKE LIKE THAT IN AN EXPERIMENT BEFORE! I MUST HAVE BEEN DAY-DREAMING!
DAY-DREAMING, MY FOOT! I JUST CAN'T GET POOR AUNT MAY OUT OF MY MIND, THAT'S ALL!
THEN, WHEN THE SCIENCE CLASS FINALLY ENDS...
HEY, PARKER --THE GANG'S GOING ACROSS THE STREET FOR SOME SODAS! HOW ABOUT--?
SORRY, I CAN'T! I'VE GOT TO RUSH NOW!
BOY! HOW UN-SOCIAL CAN YOU BE?
WELL, GWEN, WE TRIED! GOT ANY OTHER SUGGES-TIONS?
I JUST DON'T UNDER-STAND HIM, HARRY!
MINUTES LATER, OUTSIDE THE SCIENCE HALL, GWEN AND HARRY RUN INTO ANOTHER FAMILIAR FACE...
I JUST SAW THE POOR MAN'S EINSTEIN RUNNING PAST ME LIKE HE KNEW WHERE HE WAS GOIN'! WHAT HAPPENED, DID HE SEE A MOUSE?
WHO KNOWS? MAYBE SOME-ONE ONCE TOLD HIM HE'S TOO GOOD FOR THE HUMAN RACE!
C'MON AND HAVE A COKE WITH US, FLASH!
WHILE, IN ANOTHER PART OF THE SPRAWLING CITY...
YOU'RE LOOKING MUCH BETTER, AUNT MAY! YOU'LL BE OUT OF HERE IN NO TIME!
OF COURSE, DEAR! BUT ABOUT YOUR FIRST DAY OF SCHOOL? WAS IT EXCITING? DID YOU MAKE ANY NICE NEW FRIENDS?
OH, SURE! IT WAS GREAT! THEY'RE A GREAT BUNCH OF GUYS AND GALS!
11

The Amazing Spider-Man #31, page 12 pencils

VISITING HOUR IS OVER! YOU'LL HAVE TO LEAVE NOW, MR. PARKER!
RUN ALONG NOW, PETER! DON'T STAY UP TOO LATE STUDYING, AND GET PLENTY TO EAT!
SURE, AUNT MAY! DON'T WORRY ABOUT A SINGLE THING, HEAR?
BUT, PETER PARKER LOSES SOME OF HIS CHEERFUL DEMEANOR WHEN HE LEAVES THE SILENT ROOM...
I'LL LEVEL WITH YOU, SON! WE AREN'T CERTAIN WHAT'S WRONG WITH YOUR AUNT, BUT HER CONDITION ISN'T GOOD!
SHE'LL HAVE TO REMAIN HERE FOR MORE TESTS! THAT'S ALL I CAN TELL YOU AT THE MOMENT!
I KNOW YOU'LL DO ALL YOU CAN FOR HER, DOCTOR!
OF COURSE WE WILL, PARKER! BUT, AT HER AGE, WE JUST CAN'T BE TOO OPTIMISTIC AT THIS POINT!
I UNDERSTAND, SIR....
BUT, SHE MUSTN'T BE ALLOWED TO WORRY! WE MUST TRY TO KEEP HER SPIRITS UP AT ALL TIMES!
SURE, DOC ---!
BEING CHEERFUL WHEN I SEE HER WILL BE THE TOUGHEST THING I'VE EVER DONE!
LATER, AS A SOMBER PETER PARKER SCANS THE DAY'S MAIL...
I MIGHT HAVE KNOWN THERE'D BE NOTHING BUT BILLS AT A TIME LIKE THIS!
JUST WHEN I NEED ALL THE CASH I CAN SPARE TO PAY FOR AUNT MAY'S MEDICAL EXPENSES!
MAYBE I OUGHT TO FORGET ABOUT COLLEGE! EVEN THOUGH MY SCHOLORSHIP PAYS THE TUITION, I STILL CAN'T AFFORD IT!
IF I COULD GET A FULL-TIME JOB--BRING IN SOME REAL MONEY--THAT'S WHAT WE NEED!
BUT--THAT WOULD REALLY BREAK AUNT MAY'S HEART!
THERE'S ONLY ONE OTHER WAY FOR ME TO EARN SOME READY CASH! EVEN THOUGH IT MEANS SPENDING THE NIGHT AWAY FROM MY STUDIES...!
AND SO, MINUTES LATER, THE DRAMATIC FIGURE OF SPIDER-MAN SILENTLY STALKS THE CITY'S ROOFTOPS, LIKE A SHADOWY WRAITH...
MY BELT-CAMERA IS LOADED AND READY!
NOW, IF I CAN JUST BE LUCKY ENOUGH TO RUN INTO A NEWS STORY WORTH PHOTOGRAPHING!
IF I FIND SOMETHING THAT I CAN SELL TO THE DAILY BUGLE EARLY ENOUGH, I'LL STILL BE ABLE TO RETURN AND GET SOME STUDYING IN TONIGHT!
BUT, I'VE NEVER SEEN THE CITY MORE QUIET...!
12

The Amazing Spider-Man #31, page 13 pencils


NEVER THOUGHT I'D FIND MYSELF WISHING FOR A CRIME TO TAKE PLACE-- BUT IT LOOKS LIKE YOU CAN NEVER FIND A CRIMINAL WHEN YOU NEED ONE!
AND, AS THE LONG, LONELY EVENING HOURS CRAWL BY...
NOTHING! NOT A SINGLE THING!
AND JOLLY JONAH JAMESON ISN'T THE TYPE OF PUBLISHER TO PAY GOOD MONEY FOR PHOTO OF A QUIET CITY STREET!
I CAN'T EVEN FIND A SINISTER JAY-WALKER, OR A DANGEROUS LITTER-BUG I CAN CATCH IN THE ACT WITH MY KODAK!
THERE'S A CAR ILLEGALLY PARKED--BUT IT'S HARDLY A FRONT PAGE SHOT!
FINALLY, AS THE FIRST FAINT FINGERS OF DAWN CREEP OVER THE STILL-SLUMBERING CITY...
IT'S NO USE I'VE WASTED THE ENTIRE EVENING-- AND ALL FOR NOTHING!
WELL, IT'S STILL A FEW HOURS TILL MY FIRST CLASS! MAYBE I CAN GET SOME STUDYING IN IF I GET RIGHT HOME!
=YAWWWN= NO MATTER HOW STRONG A FELLA MAY BE, A NIGHT WITHOUT SLEEP CAN SURE MAKE HIM BUSHED!
AND, A FEW SHORT HOURS LATER...
CAN'T CONCENTRATE ON WHAT I'M READING ANY MORE! IF I COULD ONLY SHUT MY EYES FOR A FEW MINUTES--BUT, IT'S TIME FOR CLASS NOW...!
AND SO, A BONE-WEARY PETER PARKER TRUDGES TOWARD HIS FIRST CLASS TO BEGIN WHAT SHOULD HAVE BEEN A HAPPY, EXCITING SECOND DAY OF CAMPUS LIFE, UNAWARE THAT MOST OF THE STUDENT BODY IS TALKING ABOUT THE NEW SCHOLORSHIP STUDENT WHO SEEMS TO FEEL HE'S TOO GOOD TO MINGLE WITH HIS CLASSMATES...
THAT'S HIM! MR. SWELLED-HEAD OF 1965!
WONDER WHAT MAKES HIM THINK HE'S SO SPECIAL?
NOW, IF I CAN JUST STAY AWAKE LONG ENOUGH TO GET THRU MY COURSES TODAY!
I STILL HAVE THE FEELING THAT HE'S REALLY NOT A BAD SORT DEEP DOWN!
AW, COME OFF IT, GWEN! HOW MUCH PROOF DO YOU WANT?
I DON'T GET IT! CHICKS ALWAYS SEEM TO GO FOR THOSE EGG-HEADED SKINNY CREEPS!
13

The Amazing Spider-Man #31, page 14 pencils

BUT NOW, LET'S CHANGE OUR SCENE BRIEFLY, AS WE PAY A VISIT TO THAT DEMON NEWSPAPERMAN, J. JONAH JAMESON, PUBLISHER OF THE FAMOUS DAILY BUGLE...
NEWS! I WANT NEWS! SOMETHING MUST BE HAPPENING, SOMEWHERE!
I CAN'T SELL A NEWSPAPER WITHOUT NEWS! WHY DOESN'T SOMETHING HAPPEN??!
FOSWELL! YOU'RE ONE OF MY TOP REPORTERS! WHAT AM I PAYING YOU FOR?
SORRY, MR. JAMESON! I ONLY REPORT THE NEWS--I CAN'T MANUFACTURE IT!
DON'T GET CLEVER WITH ME! CLEVER PEOPLE MAKE ME NERVOUS! JUST BRING ME A STORY!
WHAT ABOUT THOSE ROBBERIES OF ALL THAT SCIENTIFIC EQUIPMENT? THERE OUGHT TO BE A STORY THERE SOMEWHERE! GO FIND IT!
I'M ON MY WAY!
HE MAY BE RIGHT! IT'S TIME FOR "PATCH", THE STOOLIE, TO MAKE THE SCENE AGAIN!
MISS BRANT, WHAT ABOUT THAT WEAK-KNEED BOY FRIEND OF YOURS? WHY HASN'T HE BROUGHT ME ANY NEWS PHOTOS LATELY?
I HAVEN'T SEEN MUCH OF PETER PARKER MYSELF LATELY, MR. JAMESON!
HE MUST BE BUSY WITH HIS STUDIES SINCE SCHOOL STARTED!
WELL, LEAVE A MESSAGE THAT I CALLED HIM! TELL HIM NOT TO FORGET ABOUT THE KINDLY OLD NEWSPAPER PUBLISHER WHO'S DONE SO MUCH FOR HIM IN THE PAST!
I'LL DO THAT, SIR!
YOU OLD HYPOCRITE!
THAT'S STRANGE! THERE'S NO ANSWER AT PETER'S HOUSE! HIS AUNT IS USUALLY HOME AT THIS TIME!
OH, HELLO, NED!
I'VE BEEN WANTING TO TALK TO YOU, BETTY!
DO YOU HAVE AN ANSWER FOR ME YET?
I'M SORRY NED! I SIMPLY HAVEN'T BEEN ABLE TO MAKE UP MY MIND!
AND I MUST BE FAIR TO PETER! I HAVE TO SPEAK TO HIM FIRST!
SURE, BETTY! I UNDERSTAND!
I JUST WANTED YOU TO KNOW THAT I HAVEN'T CHANGED MY MIND! I STILL FEEL THE SAME WAY ABOUT YOU-- AND I'LL KEEP ASKING--UNTIL YOU SAY YES!
I'LL GIVE YOU YOUR ANSWER JUST AS SOON AS I LEARN SOMETHING--I PROMISE!
LEARN SOMETHING? YOU SOUND VERY MYSTERIOUS, BETTY!
I KNOW PETER IS KEEPING SOME SECRET FROM ME! I JUST MUST FIND OUT WHAT IT IS!
14

The Amazing Spider-Man #31, page 15 pencils

AND WHAT OF THE MAN CALLED PATCH? WE FIND HIM FREQUENTING THE USUAL UNDERWORLD HAUNTS, WHERE HIS IS A FAMILIAR FACE...
THINGS ARE QUIET--TOO QUIET! IT GIVES ME THE FEELING OF THE LULL--BEFORE A STORM!
BUT THEN, THE ALERT INFORMER CATCHES A SNATCH OF CONVERSATION THAT GIVES HIM PAUSE...
THAT'S RIGHT! WE'RE LOADING A CARGO OF NUCLEAR DEVICES AT PIER 6 TONIGHT!
NOTHING, SAILOR--I WAS JUST CURIOUS!
WHAT'S IT TO YOU, MATE?
THAT CHARACTER TALKING TO THE SEAMAN IS FOXY BRIGGS! HE'S ONLY CURIOUS ABOUT ONE THING --ROBBERY!
THIS MAY BE THE LEAD I'VE BEEN LOOKING FOR!
THUS, WHEN FOXY BRIGGS LEAVES THE WATERFRONT SALOON, A SHABBY-LOOKING MAN WITH AN EYE PATCH FOLLOWS AFTER HIM...
I BETTER NOT GET TOO CLOSE TO HIM! I DON'T WANT HIM GETTING SUSPICIOUS!
BUT, WHEN "PATCH" TURNS A CORNER...
I LOST HIM! THAT'S WHAT I GET FOR BEING TOO CAUTIOUS!
NOW WHAT DO I DO? I CAN'T TELL THE POLICE WHAT I LEARNED--I HAVEN'T ENOUGH EVIDENCE!
AND, IF I EVER GIVE THEM A BUM STEER, THEY WON'T BE SO TRUSTING OF ME IN THE FUTURE!
HONEST TO GOSH--WE DIDN'T FORGET ABOUT SPIDER-MAN! YOU'LL SEE HIM REAL SOON--WE PROMISE! BUT FIRST, LET'S RETURN TO EMPIRE STATE U. JUST ONCE MORE--
PETER PARKER IS THE ONLY BOY I'VE MET WHO HASN'T GIVEN ME A TUMBLE!
AND THAT'S A CHALLENGE NO GIRL CAN RESIST!
HE'S LEAVING THE LAB NOW! THIS IS MY CHANCE TO GET TO KNOW HIM BETTER!
IF I GET TO THE HOSPITAL EARLIER, I'LL BE ABLE TO VISIT LONGER WITH AUNT MAY!
HEL-LO THERE, PETER! I'M GLAD I BUMPED INTO YOU! DO YOU HAVE A MINUTE--?
I'M AWFULLY SORRY! YOU'LL HAVE TO EXCUSE ME! I'M IN A REAL BIG HURRY! CAN'T STOP NOW!
15

The Amazing Spider-Man #31, page 16 pencils

WHY--THE UNMITIGATED NERVE OF HIM!
NOBODY GIVES GWEN STACY THE BRUSH-OFF THAT WAY!
YOU, YOUNG MAN, ARE GOING TO REGRET THAT--I PROMISE!
AND, AT THE HOSPITAL ONCE AGAIN...
ARE YOU SURE YOU'RE GETTING ENOUGH REST, PETER DEAR? YOU LOOK RATHER TIRED TO ME!
OF COURSE I AM! YOU JUST WORRY ABOUT YOURSELF, AUNT MAY!
WE WANT YOU UP AND ABOUT REAL SOON, DON'T WE?
OH, I'M GETTING ALONG FINE! JUST FINE!
NO, PETER, THE TESTS AREN'T ALL COMPLETED YET! BUT, WE'RE NARROWING THEM DOWN! WE SHOULD KNOW WHAT WE HAVE TO VERY SOON NOW!
SOMEHOW I--I'M ALMOST AFRAID TO HEAR THE FINAL VERDICT!
WELL, I'LL BE LEAVING NOW, DOCTOR...
THUS, ONCE AGAIN--JUST AS WE PROMISED--THE AMAZING FIGURE OF SPIDER-MAN SWINGS OVER THE CITY, GRIMMER, MORE SERIOUS, MORE CONCERNED THAN EVER BEFORE...!
I JUST HAVE TO TAKE SOME NEWS PHOTOS THIS TIME! I CAN'T AFFORD TO FAIL! OUR CASH IS ALMOST ALL GONE!
AND, THEN, JUST WHEN HE LEAST EXPECTS IT, SPIDEY SEES...
A FLASHING LIGHT DOWN BELOW!
LOOKS AS THOUGH SOMEONE'S TRYING TO SIGNAL ME!
MIGHT BE A TRAP--BUT I CAN'T AFFORD TO IGNORE IT!
IT'S ODD--HE STANDS THERE AS CALMLY AS IF HE KNOWS ME! I WONDER WHO HE IS?
SPIDER-MAN! LUCKY I SAW YOU!
I NEED YOUR HELP!
SORRY, MISTER! I'M FLAT BROKE MYSELF!
WAIT! THIS ISN'T A TOUCH! I THINK THERE'S GONNA BE A ROBBERY AT PIER SIX TONIGHT!
HAVEN'T ENOUGH EVIDENCE TO CONVINCE THE POLICE--BUT YOU COULD CHECK ON IT!
IF MY TIP IS RIGHT, AND YOU CATCH 'EM--I WANT SOME CREDIT!
SURE! SURE! I'LL REMEMBER YOU IN MY WILL!
MIGHT AS WELL LOOK INTO IT! I'VE NOTHING TO LOSE!
16

The Amazing Spider-Man #31, page 17 pencils

AND, AT PIER SIX...
MOVE IN FAST AND SILENT!
USE YOUR SUCTION CUPS TO SCALE THE SHIP!
THE MASTER PLANNER NEVER SLIPS UP!
TAKE YOUR POSITIONS!
ATTACK AS ORDERED BY THE MASTER PLANNER!
USE GAS GUNS! NOW!
WE TOOK THEM COMPLETELY BY SURPRISE!
THE MASTER PLANNER WAS RIGHT! THERE'S ONLY A SKELETON CREW!
WE'LL BE GONE WITH OUR HAUL BEFORE THEY KNOW IT!
NOT IF I CAN HELP IT, GENTS!
MY LITTLE TIPSTER WAS RIGHT! GLAD I LISTENED TO HIM!
IT'S SPIDER-MAN AGAIN!
OUR NEW CONCENTRATED GAL WILL STOP YOU, INTERLOPER!
DON'T BET ON IT!
THEY-DON'T REALIZE I'M PREPARED FOR THEM THIS TIME!
THE GAS DIDN'T WORK! SOMETHING'S WRONG--
-UNHHHHH!-
YOU CAN SAY THAT AGAIN, PLAYMATE! AND IT'LL BE A LOT WRONGER BEFORE I'M DONE WITH YOU!
THE ONE THING THE MASTER PLANNER DIDN'T COUNT ON! WE'VE GOT TO STOP HIM SOMEHOW!
17

The Amazing Spider-Man #31, page 18 pencils

MEANWHILE, HIGH ABOVE THE FIGHTING TEEN-AGER...
NOW THAT I'VE GAINED CONTROL OF THE CARGO BOOM, I'LL USE IT TO FINISH OFF SPIDER-MAN!
BUT, THE MASKED CRIMINAL HAD RECKONED WITHOUT OUR HERO'S AMAZING SPIDER SENSE...!
SOMETHING SWINGING TOWARDS ME! I'LL JUST LEAP ABOARD FOR THE RIDE!
BLAST IT! HE'S USING IT TO BOWL OUR OWN MEN OVER LIKE TEN-PINS!
DON'T RUSH, BOYS! I'LL GET TO ALL OF YOU!
UH OH! THEY'RE TRYING TO DISPOSE OF THE EVIDENCE AGAIN BY DROPPING IT IN THE WATER!
HOLD IT, GROUP! WAIT FOR ME!
YOU'RE LIABLE TO DROP THOSE CRATES! BUT, THIS STICKY WEBBING WILL HOLD THEM FAST!
NO, DON'T THANK ME! IT'LL MAKE ME BLUSH!
THWIP!
WE'VE GOT TO STOP HIM, ONCE AND FOR ALL!
A FINE WAY TO TALK ABOUT THE FRIENDLIEST CRIME-FIGHTER IN TOWN!
DUCK! WE'LL GET HIM FROM ABOVE!
THEN, BEFORE SPIDEY CAN MAKE ANOTHER MOVE...
A CARGO NET! DROPPED ON ME FROM ABOVE!
IF I DIDN'T KNOW BETTER, I'D CLASSIFY YOUR ACTIONS AS INCREASINGLY HOSTILE!
18

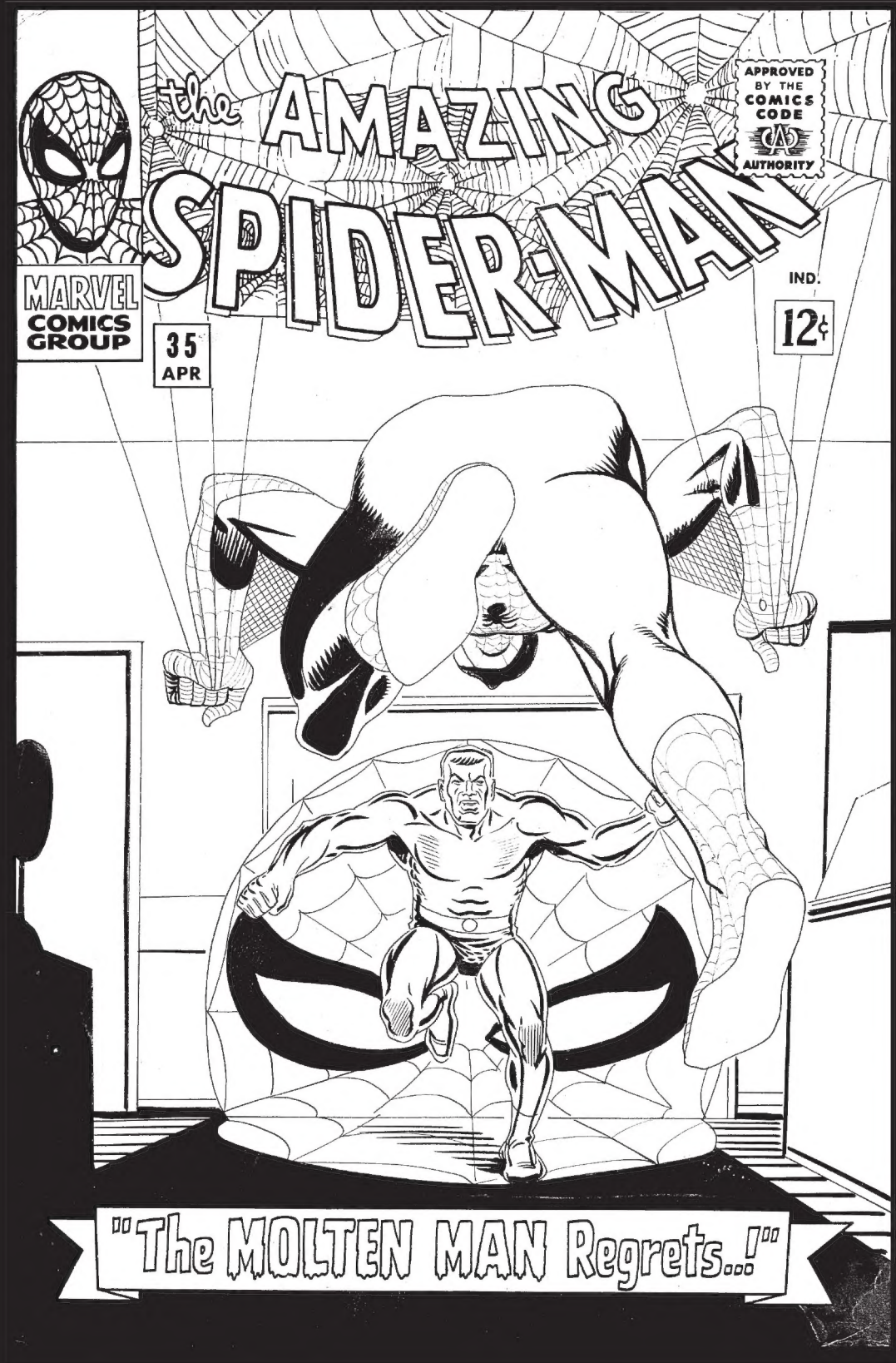
The Amazing Spider-Man #31, page 19 pencils

WELL, WADDAYA KNOW! THEY WENT TO ALL THIS TROUBLE TO DROP ME INTO THE WATER!
YOU CHAPS MUST KNOW HOW I LOVE TO FROLIC IN THE SURF!
BUT, THOUGH I HATE TO SEEM UNGRATEFUL, I'VE SOME OTHER THINGS TO TEND TO, FIRST!
RIPPP!
LOOK! HE SAVED HIMSELF BY ATTACHING HIS WEB TO THE BOOM!
ONE THING I'LL SAY FOR YOU BOYS! YOU'RE OBSERVANT!
NOW I'D BETTER GET DOWN TO BUSINESS AND SNAP SOME PICTURES OF THOSE BOZOS BEFORE THEY --OH, NO!
THEY'RE ALL DIVING INTO THE DRINK!
QUICK, TAKE TO THE DEEP --WHILE WE STILL CAN!
WITH ALL THAT GEAR THEY'RE WEARING, THEY'D HAVE THE ADVANTAGE IF I GO AFTER THEM IN THE WATER!
SAY! THERE'S A SQUAD CAR --AND THAT FELLA WHO GAVE ME THE TIP IS WITH THE POLICE!
YOU WERE RIGHT, PATCH! THERE WAS SOMETHING GOING ON HERE!
I'M SURE SPIDER-MAN WAS HERE --BUT THERE'S NO SIGN OF HIM NOW!
THESE DOCK WORKERS ARE JUST COMING TO!
I WONDER WHO HE IS-- AND HOW HE FIGURES IN ALL THIS?
WELL, IT LOOKS AS THOUGH ALL I GOT FOR MY PAINS WAS A LOT OF EXERCISE!
OKAY, PATCH--WE WON'T BE NEEDING YOU ANY MORE!
I SHOULD HAVE TRIED TO SNAP MY PICTURES SOONER! J. J. J. ISN'T ABOUT TO PAY ME ANYTHING FOR SOME SHOTS OF A DUMPY DOCK WITH A FEW POLICEMAN STANDING AROUND!
RATS! THIS JUST ISN'T MY WEEK!
19

The Amazing Spider-Man #31, page 20 pencils

THE ONLY GOOD THING THAT HAPPENED IS THAT I STOPPED THEM FROM STEALING WHATEVER THEY WERE AFTER...
...AND THE DEVICE I RIGGED UP TO OUTWIT THEIR GAS GUNS REALLY WORKED!
MY DRY CHEMICAL FILTER SUCCEEDING IN NEUTRALIZING THE GAS AND MAKING IT SAFE TO BREATHE!
I SURE AM GLAD I DECIDED TO MAJOR IN SCIENCE-- WHAT WOULD I DO WITHOUT IT?
WELL, I CAN ALWAYS PAT MYSELF ON THE BACK LATER! RIGHT NOW, I'D BETTER START HUNTING FOR SOME MORE NEWS PHOTOS!
AND, IF I FIND ANY, I HOPE I REMEMBER TO SNAP 'EM NEXT TIME!
MEANWHILE, IN A FANTASTIC EDIFICE WHOSE PRESENCE UNDER THE RIVER IS STILL UNSUSPECTED BY ANY SAVE THE MASTER PLANNER'S MEN...
SPIDER-MAN'S INTERFERENCE HAS CAUSED ME TO LOSE PRECIOUS TIME! I COULD HAVE USED THAT SHIP'S CARGO FOR MY RESEARCH ON RADIATION EFFECTS!
IF MY RAY CONTINUES TO FUNCTION WELL AND I CAN UNLOCK THE HIDDEN SECRETS OF ATOMIC RADIATION, I SHALL BE ABLE TO RULE THE WORLD IN TIME!
BUT, I SHALL TOLORATE NO FURTHER MEDDLING BY SPIDER-MAN! EVEN HE HAS NOT THE POWER TO STOP ME!
THOUGH HE AND I HAVE MET BEFORE, IF HE CROSSES MY PATH AGAIN, OUR NEXT ENCOUNTER WILL BE HIS LAST!
AND, AT THAT MOMENT, IN THE LABORATORY WHERE MAY PARKER'S TESTS ARE BEING STUDIED...
ARE YOU CERTAIN? PERHAPS THERE HAS BEEN A MISTAKE!
NO! IT'S JUST WISHFUL THINKING ON YOUR PART!
BUT, BEFORE WE TELL HER THE NEWS, RERUN THE THE TEST JUST ONCE MORE!
VERY WELL, BUT THE RESULTS ARE SURE TO BE THE SAME! ALL THE EVIDENCE POINTS TO THE SAME INESCAPABLE CONCLUSION...
...THE POOR WOMAN CAN'T LAST MUCH LONGER!
NEXT ISSUE: WE SHALL LEARN THE FATE OF PETER PARKER'S AUNT MAY, AS WELL AS THE IDENTITY OF--THE MASTER PLANNER! BECAUSE YOU'RE OUR KIND OF READER, WE OFFER THIS ADMONISHMENT--YOU MUST NOT MISS IT! 'NUFF SAID!
20
20 END

The Amazing Spider-Man #35 cover production photostat
featuring Ditko's original Spider-Man figure



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The Defenders Vols. 1-3
Doctor Strange Vols. 1-5
The Fantastic Four Vols. 1-13
The Human Torch Vols. 1-2
The Incredible Hulk Vols. 1-6
The Inhumans Vols. 1-2
The Invincible Iron Man Vols. 1-7
Iron Fist Vols. 1-2
Marvel Team-Up Vols. 1-2
Nick Fury, Agent of S.H.I.E.L.D. Vols. 1-3
Rawhide Kid Vols. 1-2
Sgt. Fury Vols. 1-3
The Silver Surfer Vols. 1-2
The Sub-Mariner Vols. 1-4
The Mighty Thor Vols. 1-11
Warlock Vols. 1-2
The X-Men Vols. 1-8
The Uncanny X-Men Vols. 1-8

The Marvel Age

It was August 1961 and change was hitting the newsstands. *Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. These were real characters placed in extraordinary circumstances. They lived together, they fought among themselves—and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different—the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

The *Marvel Masterworks* series was created to give comic-book readers everywhere the chance to experience the greatest comics the world has known as they were originally presented.

The Golden Age

As the Great Depression wore on and the specter of war hung over the heads of all Americans, a new entertaining escape from the newspapers' horrifying realities was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States.

At the forefront of this new medium was Timely Comics, a young company staffed by such legendary talents as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee. These skilled writers and artists created a vast array of characters that would give rise to the Marvel Universe!

Golden Age All-Winners Vols. 1-4
Golden Age Captain America Vols. 1-5
Golden Age Daring Mystery Vols. 1-2
Golden Age Human Torch Vols. 1-3
Golden Age Marvel Comics Vols. 1-7
Golden Age Mystic Comics Vol. 1
Golden Age Sub-Mariner Vols. 1-3
Golden Age U.S.A. Comics Vols. 1-2
Golden Age Young Allies Vols. 1-2

The Atlas Era

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures and unimaginable monsters; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the '40s retooled to take on the threat of Communism. From Western gunfighters to crime to horror, Atlas had it all!

Atlas Era Battlefield Vol. 1
Atlas Era Black Knight/Yellow Claw Vol. 1
Atlas Era Heroes Vols. 1-3
Atlas Era Journey Into Mystery Vols. 1-4
Atlas Era Jungle Adventure Vols. 1-3
Atlas Era Menace Vol. 1
Atlas Era Strange Tales Vols. 1-5
Atlas Era Tales to Astonish Vols. 1-4
Atlas Era Tales of Suspense Vols. 1-4
Atlas Era Venus Vol. 1

the AMAZING SPIDER-MAN
HERE'S SPIDEY AT HIS FIGHTING BEST!
"JUST A GUY NAMED JOE!"
JUST WAIT'LL YOU SEE THE OFF-BEAT SUPER-VILLAIN STARRING IN THIS ISH! HE'S THE PRIZE PUSSYCAT OF THE YEAR!
THRILLS!
SPILLS!
CHILLS!
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THE MARVEL MASTERWORKS PROUDLY PRESENT THE WORLD'S MOST FAMOUS COMICS AND SUPER HEROES FROM THEIR VERY BEGINNINGS IN A SERIES OF PAINSTAKINGLY RESTORED ARCHIVAL VOLUMES.

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